

J.S. 3.

No. of
Company

331905

Form No. 41.

"The Companies Act, 1929."



A 5/-
Companies
Registration
Fee Stamp
must 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).

REGISTERED
24 SEP 1937

Name of
Company

ST. HELENS PUGIL FOOTBALL CLUB Limited.

S. 1919.—4/30.

Telegrams: "WOODROW," LIVERPOOL.

Telephone: BANK 730 3 Lines).

H. T. WOODROW & CO. LTD.

Joint Stock Company Printers, Publishers, Stationers,
and Registration Agents.

3, 5 & 7, COOK STREET, LIVERPOOL, 2.

Presented by

PRESENTED FOR FILING BY
H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS,
& LEGAL STATIONERS
3, 5 & 7, COOK STREET, LIVERPOOL

Q12



I, JOSEPH DAVIES

of 11 Hardshaw Street, St. Helens in the County
of Lancaster

(a) Here insert—

"A Solicitor of the
"Supreme Court" (or its
Scotland "an Enrolled
"Law Agent") "engaged
in the formation," 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 engaged in the formation

of St. Helens Rugby 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 St. Helens in the
County of Lancaster

the 16th day of September

one thousand nine hundred and thirty seven

before me,

W. H. SKIDMORE

Joseph Davies

Number of
Certificate }

331905

¹⁹²⁹
"The Companies Acts, 1908 to 1917."



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

Contract by Directors

TO TAKE AND PAY FOR
Qualification Shares

IN

REGISTERED
24 SEP 1937

ST. HELENS RUGBY FOOTBALL CLUB

LIMITED

To be filed with the Registrar of Joint Stock Companies pursuant to
Section 72 (ii) of the Companies (Consolidation) Act, 1908.

(See last page of this Form).

Presented for filing by

PRESENTED FOR FILING BY
H. T. WOODROW & CO. LTD.,
COMPANY REGISTRATION AGENTS,
& LEGAL STATIONERS,
3, 5 & 7, COOK STREET, LIVERPOOL.

SI5446

H. T. WOODROW & CO. LTD.,

Joint Stock Company Printers, Publishers, Stationers
and Registration Agents,

3 & 5, COOK STREET, LIVERPOOL.

TELEGRAMS—"WOODROW," LIVERPOOL.

Telephone—BANK 730 (3 Lines)

823



WE, the Undersigned, having consented to act as Directors of
ST. HELENS RUGBY FOOTBALL CLUB

LIMITED,
do hereby severally Agree to take from the said Company and to pay
for One hundred Shares of ten shillings each,
being the prescribed number of Qualification Shares for the office of Director
of the Company.

NAME	ADDRESS
<i>Archibald Dodd. (By W. Dodd, his agent authorised in writing)</i>	"Cowley Mount" Windle Street, St. Helens.
<i>Rebinder:</i>	"Borrowdale," Rosebery Road, St. Helens.
<i>H. J. Trivett</i>	77 Raglan Street, St. Helens.
<i>W. H. Marshall</i>	"Brayfield," Prescott Road, St. Helens.
<i>R. J. Lawton</i>	"Butland House," Prescott Road, St. Helens.
<i>J. Nelson Gundy</i>	"Dial House," Rainford, near St. Helens.
<i>W. Dodd</i>	"Meliden" Kingsley Road, St. Helens.
<i>Joseph Davies</i>	"Massabillie," Prescott Road, St. Helens.
<i>Becil Dromgoole</i>	69 Dentons Green Lane, St. Helens.
<i>Robert Hutton</i>	Burrows Lane Farm, Eccleston near Prescott.
<i>H. J. Tomlinson</i>	17 Ormskirk Street, St. Helens.
<i>Albert E. Davis</i>	8 North John Street, St. Helens.

Dated the 16th day of September, 1937..

Witness to the above Signatures—

Charles E. Francis
Solicitor,
9 Hardshaw Street,
St. Helens.

J.S. 10.

Number of }
Certificate } 331905 5'

THE STAMP ACT, 1891

(54 & 55 VICT. CH. 39)

AND FINANCE ACTS 1896 & 1933

COMPANY LIMITED BY SHARES.

Statement of Nominal Capital

OF

ST. HELL'S RUGBY FOOTBALL CLUB

Limited.

REGISTERED
24 SEP 1937

Pursuant to Section 112 of the Stamp Act, 1891, Section 12
Finance Act, 1896, and Section 41 Finance Act, 1933.

*NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings
for every £100 or fraction of £100—see last page of this form.*

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

S/3164. 4/37.

Telegrams—
"WOODROW," LIVERPOOL.

Telephone—
730 Bank (3 Lines).

H. T. WOODROW & CO., LIMITED,

Limited Company Registration Agents, Printers,
Publishers and Stationers,

3, 5 & 7, COOK STREET, LIVERPOOL, 2.

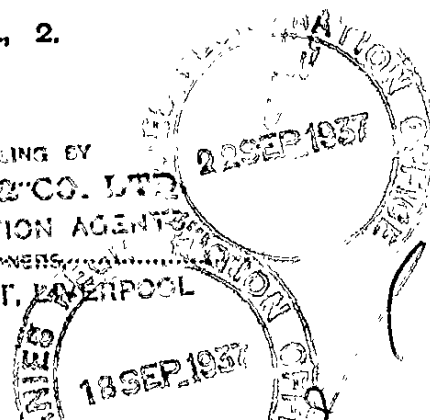
Presented by

PRESENTED FOR FILING BY

H. T. WOODROW & CO. LTD.
COMPANY REGISTRATION AGENTS
& LEGAL STATIONERS
3, 5 & 7, COOK STREET, LIVERPOOL

22 SEP 1937

18 SEP 1937



THE NOMINAL CAPITAL

OF

.....ST. HELENS RUGBY FOOTBALL CLUB..... Limited,

is.....Seven Thousand.....Pounds,

(£ 7,000.....) divided into.....14,000 Shares.....

.....of 10/- each.....

Signature.....*Reg. G. H. H. H.*.....

*.....Secretary.....

Dated the.....16th.....day of

September.....1937

*State whether Director, or Manager, or Secretary.



331905
6

THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

St. Helens Rugby Football Club Limited.

REGISTERED
24 SEP 1937

1. The name of the Company is "ST. HELENS RUGBY 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:—

- (a) To acquire and take over as a going concern the real property, assets, contracts, and liabilities of the unregistered club now known as "THE ST. HELENS RUGBY FOOTBALL CLUB," and to enter into and carry into effect an Agreement which has been already prepared and engrossed and is expressed to be made between William Simister, on behalf of himself and all other members of the said Club, of the one part and the above-named Company of the other part, a copy whereof has, for the purpose of identification, been signed by three of the subscribers hereto.
- (b) To promote, practise, play, hold, or arrange football, cricket, baseball, lacrosse, lawn tennis, hockey, polo, bowls, cycle and motor riding, dog racing, running, jumping, gymnastics, the physical training and development of the human frame, and other sports, games, pastimes, amusements, and entertainments, and to buy, sell, exchange, or hire all articles, implements, fixtures, furniture, apparatus, and things used in the playing or practice of such games or pursuits, and any other implements or things used or required therefor, or for the promotion of the



PRESENTED BY

objects of the Company, including prizes to be given in any competition or competitions promoted by the Company or any other association, club, persons or person, and for that purpose to establish, engage, and maintain teams of football and other players, whether composed of amateur or professional players, or partly of one and partly of the other.

- (c) To arrange, to hold, and conduct, amateur and professional football, cricket and baseball matches, running and cycling, athletic, and old English sports and gymnastic displays, band contests, galas, agricultural, horse, and flower shows, pyrotechnic displays, bazaars, lectures, concerts, and other pastimes and amusements, and to employ any of the moneys of the Company for such purpose.
- (d) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded towards or as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed, and to grant any rights and privileges to subscribers.
- (e) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (f) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (g) To co-operate or join with any person or persons, club, company, or association having the same or like objects in any manner, and for any purpose which may be thought proper in the furtherance of the objects of the Company.
- (h) To acquire and undertake the whole or any part of the business and assets of any person, firm, or company carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into an arrangement for sharing profits or for co-operation, or for limiting competition or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid, any shares, debentures, or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, or securities so received.

- (i) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold a ground or grounds, gardens, greens, tennis courts, or any other real or personal estate, and to build thereon and maintain any shops, dwellinghouses, warehouses, works, offices, dressing rooms, refreshment bars, restaurants, and club rooms, pavilions, and stands necessary or convenient for the objects of the Company.
- (j) To carry on the business of Hotel or Restaurant Proprietors upon or in connection with any premises of the Company, and, for that purpose, to buy and sell comestibles, cigars, tobacco, wines, spirits and beverages of all kinds, and all other articles usually dealt in by licensed victuallers and caterers, and to apply for and to hold, in its own name or in the name of any nominee, any licence or licences.
- (k) To carry on the business of Athletic Outfitters or any other business which may seem to the Company capable of being conveniently carried on in connection with the Company, or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (l) To become, if necessary, a member of and subscribe to the Rugby League, the Lancashire Rugby League, or any other alliance, league, combination, or association having objects altogether or in part similar to those of the Company.
- (m) To effect insurance against accidents to the players, also against fire, damage, or burglary to the buildings and properties of the Company.
- (n) To pay dividends upon the amount of subscribed capital.
- (o) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (p) To borrow and raise money by mortgage or charge of the property and assets of the Company, and in particular by the issue of debentures or debenture stock of any description, and either with or without the whole or any part of the property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money in such manner and upon such terms as may appear fit or expedient.
- (q) To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
- (r) To permit or allow any person or persons, club, society, associations, or league to use and enjoy the said grounds, lands, parking grounds, buildings,

pavilions, and stands and other buildings and hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.

- (s) To engage, hire, employ, and pay, sell, and transfer amateur and professional football players, cricketers, baseball players, and other athletes, and to hire, employ, and pay professional bands, orchestras, athletes and artistes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate money and checking at matches, sports and festivals, and for carrying out other objects which the Company shall think advisable.
- (t) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to remunerate any person rendering services to the Company.
- (u) To issue life or yearly tickets on such terms and conditions as the Directors shall from time to time determine.
- (v) To confer on those who are life members of the St. Helens Rugby Football Club at the date of incorporation of the Company, or any one or more of them, such privileges as the Directors shall from time to time determine.
- (w) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- (x) 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.
- (y) To do all such lawful acts and things as are incidental or conducive to the above objects or any of them.
- (z) To support or subscribe to a charitable or public public object and any institution, society, or club which may be for the benefit of the Company or its employees, and to give benefits, bonuses, pensions, gratuities, subscriptions, or charitable aid to any of the players, servants, and other employees of the Company, or to the wives, children, or other relations of such persons, and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company or their relations, or to any similar object in connection with any similar club, association, league, or combination.

(aa) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.

(bb) To supply refreshments on the said grounds or in the pavilion to shareholders and members of the club, or the public, and to enter into any contract or arrangement therefor.

4. The liability of the members is limited.

5. The Share Capital of the Company is £7,000, divided into 14,000 shares of 10/- each. The Company has power from time to time to increase or reduce its capital, and to issue any shares in the original or increased capital with preferred, deferred or other special rights, or such restrictions whether in regard to dividend, voting, return of capital, or otherwise as the Company may from time to time, by Special Resolution, determine: Provided always that if and whenever the capital of the Company is divided into shares of different classes, the rights and privileges of any such class may be varied with the consent in writing of the holders of three-fourths of the issued shares of such class, or with the sanction of an Extraordinary Resolution passed at an Ordinary General Meeting of the holders of the shares of that class. At every such Ordinary General Meeting, the quorum shall be two at least.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of shares taken by each subscriber
<i>Archibald Dodd. (By W. Dodd)</i> <i>his agent authorised in writing</i> <i>"CONLEY MOPERTS" Winkle Street, St. Helens. Outfitter.</i>	one
<i>Robt. Winter</i> <i>"BORROWDALE" Roseberry Road, St. Helens. Decorator.</i>	one
<i>W. J. Smith</i> <i>44 Haglam Street, St. Helens. Drayman.</i>	one
<i>W. J. Smith</i> <i>"BARTFIELD" Forest Road, St. Helens. Sawage Contractor</i>	one
<i>R. J. Lawrence</i> <i>"RUTLAND HOUSE" Forest Road, St. Helens. Tailor & Outfitter.</i>	one
<i>J. Wilson</i> <i>"DRAKE HOUSE" Rainford. Pottery Manufacturers.</i>	one
<i>W. J. Smith</i> <i>"MELDEN" Kingsley Road, St. Helens. Outfitter.</i>	one
<i>Joseph Davies</i> <i>"NASSABURGH" Forest Road, St. Helens. Solicitor.</i>	one
<i>Cecil Dromgoole</i> <i>69 Newtons Green Lane, St. Helens. Printer.</i>	one
<i>Robert Huxton</i> <i>Brown's Lane Farm, Eccleston, near Forest. Farmer.</i>	one
<i>H. J. Tomlinson</i> <i>17 Ounakinte Street, St. Helens. Druggist.</i>	one
<i>Robert E. Owen</i> <i>8 North John Street, St. Helens. Insurance Agent.</i>	one

Dated the 16th day of September, 1937.

Witness to the above Signatures—

Karl E. Garrison
 Solicitor,
 9 Hardshaw Street
 St. Helens.



331905



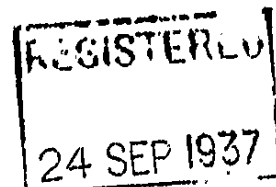
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

St. Helens Rugby Football Club Limited.



1. Subject as hereinafter provided, the Regulations contained in Table A in the First Schedule to The Companies Act, 1929, shall apply to this Company; Clauses 11, 39, 58, 59, 60, 61, 64, 65, 66, 69, 73, and 74 of Table A shall not apply to the Company; but the remaining Clauses of Table A, subject to the modifications hereinafter expressed, and the Clauses hereinafter contained shall be the Regulations of the Company.

2. In Clause 19 of Table A between the words "the Directors may" and the word "decline," the words "in their absolute discretion and without assigning any reason therefor" shall be inserted; and in the same Clause, the words "not being fully paid up shares" shall be omitted.

3. The Share Capital of the Company is £7,000, divided into 14,000 shares of 10/- each.

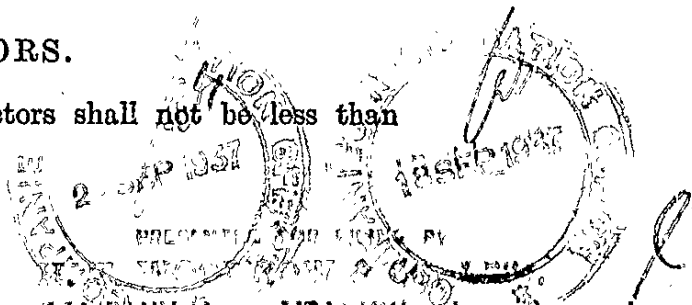
4. A share shall not be sub-divided.

ORDINARY GENERAL MEETING.

5. An Ordinary General Meeting shall be held between the 15th day of June and the 31st day of July every year, and at such place as may be determined by the Directors.

DIRECTORS.

6. The number of the Directors shall not be less than five nor more than twelve.



7. No person who has played professional football shall be elected a Director until after the expiration of two years of his ceasing his professional playing career.

8. In Clause 72 of Table A, Sub-section (B) and (G) and the proviso shall not apply to the Company.

9. The first Directors of the Company shall retire as follows : one-third at the expiration of the fourth year of office ; one-third at the expiration of the third year of office ; and the remaining one-third at the expiration of the second year of office. The order of retirement shall be decided at a meeting of the first Directors held before the 1st day of October, 1937.

10. The Directors who shall be elected or re-elected at and after the end of the second year, shall then hold office for a further three years, and thereafter the order of retirement in each year shall be those representing one-third of the number who shall have been longest in office since their last election.

11. No person, not being a retiring Director, shall be eligible for election to the office of Director at any General Meeting unless he, or some member intending to propose him, has, four days at least before such General Meeting is held, left at or sent to the Registered Office of the Company a notice in writing, duly signed, stating the full name and address of the candidate and either signifying his candidature for the office or the intention of such member to propose him, in which latter case the name and address of the proposer and seconder shall also be stated in such notice.

12. The qualification of a Director shall be the holding of at least 100 Ordinary Shares in the Company.

13. A firm or company holding 100 Ordinary Shares or more shall be entitled to nominate a member or employee of that firm or company as candidate for election to office as a Director.

14. As between two or more Directors who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot. A retiring Director shall act as a Director throughout the meeting at which he retires.

DIRECTORS' REMUNERATION.

15. No Director shall be entitled to receive any remuneration in respect of his office as Director, unless it is so decided by vote at an Ordinary or Extraordinary General Meeting. The Directors shall be entitled to be paid for reasonable travelling, hotel, and other expenses incurred by them when engaged on the business of the Company.

POWERS AND DUTIES OF DIRECTORS.

16. The Directors may borrow and raise money in accordance with the Memorandum of Association, without any further authority from the Company.

17. The Directors may, in respect of any season or seasons and at their discretion, allow a shareholder, purchasing a season ticket or tickets, a reduction on the price fixed as the price of season tickets. A shareholder purchasing a season ticket or tickets shall be entitled to such reduction on all tickets purchased by him up to an amount as shall equal or be less than the amount of his holding of shares in the Company.

18. The Directors may delegate any of their powers to Committees consisting of such member or members of the Company as they think fit. Any such Committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on the Committee by the Directors, and the proceedings of the Committee shall be conducted, as nearly as possible, in the same manner as those of a Board Meeting of Directors.

19. A Committee may elect a Chairman of its meetings; if no such Chairman is elected, or if, at any meeting, the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

20. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, in case of an equality of votes, the Chairman shall have a second or casting vote.

WINDING UP.

21. On a winding up of the Company, any assets remaining after payment or satisfaction of outside debts and liabilities of the Company and the costs of winding up, shall be applied in paying back to the members of the Company the amount of their paid up capital, in the order (if any) provided by the Company's Memorandum and Articles, and, subject thereto, shall be distributed among the members in proportion to the nominal amount of the capital held by them respectively. If the assets shall be insufficient to repay the paid up capital in full, the loss shall be borne by the members in proportion to the nominal capital held by them respectively.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Archibald Dodd. (By W. Dodd,
his agent authorised as witnessing)
"COTTAGE MOUNT" Windle Street, St. Helens. Outfitter.

R. Winter. "BORROWDALE" Roseberry Road, St. Helens. Decorator.

H. A. Christie, 14 Raglan Street, St. Helens. Druggist.

W. H. H. H. "BRIMFIELD" Prescott Road, St. Helens.
Haulage Contractor.

R. D. Lawson. "ROSEBAND HOUSE" Prescott Road, St. Helens.
Tailor & Outfitter.

J. Wilson Greenhalgh.
"DINE HOUSE" Rainford. Pottery Manufacturer.

W. D. "MELDEN" Kingaleys Road, St. Helens. Outfitter.

Joseph Davies. "MARTINELLE" Prescott Road, St. Helens. Builder.

Cecil Dromgoole. 69 Dentons Green Lane, St. Helens. Painter.

Robert Huxton. Burners Lane Farm, Eccleston, near Prescott.
Farmer

H. J. Tomlinson. 14 Ormeau Street, St. Helens. Surgeon.

Robert E. Owen. 8 North John Street, St. Helens. Insurance Agent.

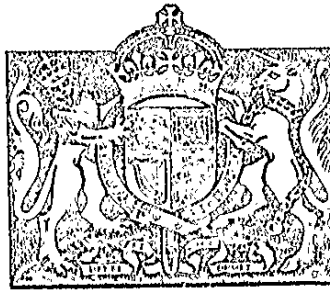
Dated the 16th day of September, 1937.

Witness to the above Signatures—

Charles E. Carruth
Solicitor,
9 Hardshaw Street,
St. Helens.

DUPLICATE FOR THE FILE.

No.
331905



Certificate of Incorporation

I Hereby Certify,

That

ST. HELENS RUGBY 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-fourth day of September One Thousand Nine Hundred and thirty-seven.

W A Mearns

Registrar of Companies.

Certificate
received by

P

Date 24 SEP 1937