

WEDNESDAY



A32 17/08/2011 60  
COMPANIES HOUSE

Company Number: 00331905

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**ST. HELENS RUGBY FOOTBALL CLUB LIMITED (Company)**

Circulated on 3 August 2011 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed special resolutions (**Special Resolutions**)

**SPECIAL RESOLUTIONS:**

1 **THAT** any provision of the Memorandum and Articles of Association of the Company which was in force immediately before 1 October 2009 limiting the amount of the Company's authorised share capital be deleted.

2 **THAT** all provisions in relation to the objects of the Company which were previously contained within the Memorandum of Association of the Company and have, since 1 October 2009, been incorporated as restrictions in the Articles of Association of the Company be deleted from the Articles of Association of the Company

3 **THAT** article 1 of the Articles of Association be deleted and replaced with the following

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, 19, 39, 58, 59, 60, 61, 64, 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

4 **THAT** article 2 of the Articles of Association be deleted

5 **THAT** the terms and arrangements contemplated by the execution, delivery and performance by the Company, and the execution by the Company, of the following document be approved

5 1 a guarantee and debenture to be executed by the Company's parent company, Sporting Club St Helens Limited (**Parent**) and the Company in favour of Crowther St Holdings Limited pursuant to which each of the Parent and the Company guarantee to Crowther St Holdings Limited the payment and performance by each other of their obligations to Crowther St Holdings Limited and pursuant to which all monies due and to become due from each of the Company and the Parent to Crowther St Holdings Limited are secured by

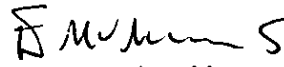
creating fixed and floating charges over the whole of the assets and undertaking of the Company and the Parent.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being all the persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Special Resolutions

Signed by  
For and on behalf of **SPORTING CLUB ST.  
HELENS LIMITED**



Date

3 August 2011

## NOTES

1. If you agree to the Special Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company  
If you do not agree to the Special Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
2. Once you have indicated your agreement to the Special Resolutions, you may not revoke your agreement
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Special Resolutions to pass, they will lapse If you agree to the Special Resolutions, please ensure that your agreement reaches us before or during this date
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document