

21/10

B 18

WOLVERHAMPTON WANDERERS FOOTBALL  
CLUB (1986) LIMITED



*Received for the purpose  
of the Special Resolution*

*Lead Starter.  
After Rise  
8 after Lead  
Sch. hall*

*4/10/86*

The Companies Act 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

of

WOLVERHAMPTON WANDERERS FOOTBALL CLUB (1986) LIMITED

(as amended by Special Resolution dated 15th August 1986)

\* 1. The name of the Company is "WOLVERHAMPTON WANDERERS FOOTBALL CLUB (1986) LIMITED".

2. The Registered Office of the Company will be situate in England.

3. The objects for which the Company is established are:-

(a) (i) To carry on the business of a Football and Athletic Club, to promote the practice and play of and stimulate proficiency in football, and any other sports, games, exercises, pastimes, amusements or entertainments, to manufacture, buy, hire, sell or exchange or otherwise dispose of all articles, implements, fixtures, furniture, appliances, apparatus, and things for the time being used in or necessary or desirable for, in or connection with any such sports, games, exercises, pastimes, amusements and entertainments, or for the promotion of the objects of the Company, including the provision of prizes, awards and distinctions to be given in competitions promoted, assisted or sanctioned by the Company, and 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, and engage other professionals and competitors.

(ii) To carry on any other business or activity which may seem to the Company capable of being conveniently carried on in connection with any of the above specified objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or to raise funds for the Company or provide any service facility or goods which might be required by persons visiting the Company's grounds.

(iii) To arrange to hold, promote, establish or participate in football matches, leagues, competitions and other matches, competitions or tournaments of all types for the purpose of the Company or for the benefit of charities or other like objects, to establish, support or maintain supporters and other similar clubs or associations.

\* on the 10th September, 1986 the name of the Company was changed from "Qmount Limited".

(iv) To acquire money by gift or subscription and to expend the same in or about the furtherance of all any of the objects of the Company and to raise or grant sums of money to be awarded towards or as prizes or for any purpose in connection with any such matters as aforesaid on such terms as may be prescribed by the Directors and to grant privileges or rights to Shareholders, donors and subscribers.

(v) To originate, improve, or alter the rules regulating any or all of the sports, games and pastimes above enumerated and to join and subscribe to any Union or Association for the like objects.

(vi) To co-operate, join or combine with any person or persons, Club, Company or Association having wholly or partly the same or similar objects as this Company in any matter and for any purpose which may be thought conducive to the objects of the Company.

- (b) to acquire for the purpose of the Company's activities or by way of investments immoveable and moveable property, assets and rights of all kinds including in particular land, buildings, plant, machinery, equipment, vehicles, patents, trade marks, industrial property, and rights and investments of any nature;
- (c) to enter into any transaction and exercise any power connected with the control, financing or management of the Company's business and the sale, provision or exploitation of its products, services or experience and in particular to borrow monies, mortgage or charge its undertaking, property, assets or rights undertake or guarantee the obligations of others, lend monies and enter into contracts, arrangements and obligations of all kinds;
- (d) to engage such directors staff, employees and advisers as may be deemed necessary for the control or carrying on of the Company's business and fix and regulate the terms of employment of and relations with all such persons and to remunerate them whether by salary, pensions and other benefits or otherwise as may be deemed expedient;
- (e) to acquire any other company, firm or business whether for cash or in whole or in part by the issue or transfer of shares or securities whether of the Company or otherwise or in any other manner and to take interests by way of shareholding or otherwise in any other company, enterprise or concern whether by way of trade or portfolio investment;
- (f) to dispose of the property and assets of the Company or any part thereof in such manner and on such terms as may be deemed expedient including (without limitation) disposal by gift to such persons or bodies as may be thought expedient;
- (g) to exercise all the powers of a company limited by shares under any of the Companies Acts of the United Kingdom and any other statute, law or regulation in any part of the world governing any of the operations or transactions of the Company;
- (h) to do all such other things as may be incidental or conducive to the above objects or any of them and in particular to enter into any transaction decided on by the Directors for the time being of the Company.

1  
Provided that all such objects and powers shall be deemed to be separate objects and may be carried on or exercised in any part of the world whether directly by the Company or through any subsidiary, agent, partner or other person or company.

4. The liability of the Members is limited.

\* 5. The share capital of the Company is £500,000 divided into 500,000 shares of £1.00 each.

\* The Share Capital of the Company was increased to £500,000 by special resolution dated 15th August 1986 by the creation of an additional 499,900 shares of £1.

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 agreed 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
---	---

---

ASHOK KUMAR,  
4 Bishops Avenue,  
Northwood  
Middlesex

ONE

Chartered Secretary

KAMLESH KUMAR,  
4, Bishops Avenue,  
Northwood  
Middlesex

ONE

Company Director

---

WITNESS to the above signatures :-

VIJAY KUMAR,  
4, Bishops Avenue,  
Northwood,  
Middlesex

The Companies Act 1985

COMPANY LIMITED BY SHARES

Articles of Association

of

WOLVERHAMPTON WANDERERS FOOTBALL CLUB (1986) LIMITED

(adopted by Special Resolution dated 15th August 1986)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in or made applicable by Table A as referred to in Section 8 of the Companies Act 1985 (hereinafter called "the Act") shall apply to the Company. In these Articles "the Association" shall mean The Football Association Limited.

SHARES

2. (a) The unissued shares of the Company shall save as otherwise directed by the Company in General Meeting be at the disposal of the Directors, and they may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms as they may think proper and without regard to the restrictions imposed by Section 80, 89 and 90 of the Act such authority to lapse after the expiration of five years from the date of adoption of these Articles, unless previously renewed by Special Resolution.

(b) A larger dividend shall not be declared than the maximum dividend allowed from time to time by The Association and may be cumulative for a period not exceeding three (3) years (that is to say, the past three (3) consecutive years). Until otherwise determined by The Association the maximum dividend payable in respect of any year shall be ten per cent (10%) inclusive of Advance Corporation Tax ("ACT").

(c) Preference Shares may be issued with a cumulative preference dividend not exceeding Five Pounds Twenty-Five Pence (£5.25) per cent nett of ACT for a period not exceeding three (3) years (that is to say, the past three (3) consecutive years); but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

(d) A share shall not be subdivided. The Company shall not make any bonus issue or pay any capital dividend without the written consent of the Council of The Association.

(e) All Dividends unclaimed for three years after having been declared shall be forfeited by the Directors for the benefit of the Company, but the Directors may at any time, wholly or partially, annul such forfeiture upon such terms (if any) as they may think fit.

### BORROWING OF MONEY

3. The proviso to Regulation 79 of Table A shall be omitted and accordingly the powers of the Directors to borrow and charge as stated in the said Regulation shall be unlimited.

### DIRECTORS

4. Subject to the provisions of Section 199 of the Act a Director may vote in respect of any contract or arrangement in which he is interested and may be counted in the quorum present at any meeting of the Directors at which such contract or arrangement is considered, and accordingly sub-clause (2) of Regulation 84 of Table A shall be omitted.

5. (a) A Director shall not be entitled to receive any remuneration (though he maybe repaid his expenses incurred in the performance of his duties) in respect of his office as Director or as an employee of the Company.

(b) The Office of a Director shall be vacated if he be suspended by the Football Association from taking part in football management;

PROVIDED that any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Company or an entry shall have been made in the Director's Minute Book stating that such Director has ceased to be a Director of the Company.

### WINDING UP

6. On 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 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 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 upon their shares, the balance shall be given to The Football Association Benevolent Fund or to some other Club or Institute in England having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within England, 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 Company, as they shall at or before the time of dissolution direct, or in default of any such decision or apportionment by the Members of the Company, 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 Company with the consent of the Council of The Association as then existing shall determine.

CHANGES TO MEMORANDUM AND ARTICLES

1. A copy of every resolution to be proposed amending the Memorandum or Articles of Association of the Company shall be lodged at the Offices of the Association not less than 14 days before the date on which the meeting is to be held at which such resolution is to be proposed.



---

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

ASHOK KUMAR  
4 Bishops Avenue,  
Northwood  
Middlesex

Chartered Secretary

KAMLESH KUMAR,  
4, Bishops Avenue,  
Northwood  
Middlesex

Company Director

---

WITNESS to the above signatures :-

VIJAY KUMAR,  
4, Bishops Avenue,  
Northwood,  
Middlesex