

CARDIFF RUGBY FOOTBALL CLUB LIMITED

Company Number 3199030

RESOLUTIONS IN WRITING

Resolutions of the above Company in writing by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or in the case of corporations by their duly authorised representatives) passed pursuant to the Articles of Association of the Company and Section 381A of the Companies Act 1985 and all other powers in that behalf.

Special Resolutions

1. **THAT** the Memorandum of Association be altered by the deletion of Paragraph 3.1 and the substitution of the following therefor:-

"3.1.1 to promote, encourage and foster the game of Rugby Union Football ("the Game") at all levels and in accordance with the laws according to which the Game is played throughout the world and promulgated by the world governing body of the Game from time to time; to ensure that the Game is administered in accordance with any relevant rules and regulations; to operate a club or clubs with the aim of promoting, fostering and encouraging the Game for the benefit of its or their members and third parties; to promote and undertake matches, fixtures, tournaments, meetings, coaching and any other activities connected with, or incidental or ancillary to, the Game, and to strengthen the bonds between any such club and its local community;

- 3.1.2 to acquire by conveyance, transfer, conversion or amalgamation all or any of the property, assets and liabilities and to accept the transfer and undertake the engagements of Cardiff Rugby Football Club and/or the Rugby Section of Cardiff Athletic Club;



- 3.1.3 to carry on the business or businesses whether together or separately of proprietors, operators, promoters and organisers of all kinds of sports, entertainments, competitions, recreations, amusements, games, pastimes and leisure and health activities whether indoor or outdoor and of facilities, services, clubs and products relating thereto;
- 3.1.4 to carry on business as proprietors or managers of restaurants, hotels, bars, refreshment and tea rooms, cafes and snack bars, public houses and wine, beer and spirit merchants, and as caterers;
- 3.1.5 to carry on the business of travel agents, tourist agents and contractors, banking, insurance, forwarding and general agents and brokers, and charters, agents for operators or air, sea, land or inland waterway carriage undertakings and for road transport, owners and hirers, hotel, apartment and lodging-house keepers, caterers and storekeepers, promoters, and managers of clubs and societies (sporting, travelling, social, health, educational or otherwise) and publishers and sellers of books, periodicals and newspapers and generally to facilitate travelling and to provide for tourists and travellers and promote the provision of facilities for such persons of every description and in particular by means of the booking of travel tickets and accommodation and hotel and lodging accommodation, providing guides, safe deposits, inquiry bureaux and baggage transport, and arranging and operating tours;
- 3.1.6 to start, acquire, print, publish, circulate or otherwise deal with any newspaper or newspapers, magazines, books or other publications, and generally to carry on the business of newspaper proprietors and general publishers;
- 3.1.7 to hold or promote competitions of any description authorised by law, which may be calculated to increase or promote the business or activities of the Company or any of its subsidiaries or any charities or worthy causes or to

advertise or promote the sale of any publication issued by it, products sold or distributed by it or service provided by it or in which it is interested and to give prizes in connection with such competitions or otherwise, consisting of cash, scholarships or other payments, shares or other choses in action, gifts in kind, or any other description of bonus or reward, or any rights, privileges or advantages which it is in the power of the Company to confer;

- 3.1.8 to carry on all or any of the businesses of general merchants and traders, cash and credit traders, providers of hospitality, conference and exhibition facilities, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises;
- 3.1.9 to carry on the business of a holding company and in all its branches and for that purpose to acquire and hold either in the name of the Company or in that of any nominee or trustee, shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company, corporation or undertaking wherever incorporated or carrying on business and to co-ordinate, finance, manage and administer any companies, corporations or undertakings in which the Company is a member or participant or which are controlled by or associated with the Company in any manner;
- 3.1.10 to carry on business as a general commercial company;"

2. **THAT** the Articles of Association in the form attached hereto and initialled by the Members for identification purposes only be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

Ordinary Resolutions

3. **THAT** the share capital of the Company be increased from £50,000 to £7,750,000 by the creation of 6,950,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing shares in the capital of the Company and 750,000 Heritage Shares of £1 each both having the rights contained in the Articles of Association adopted pursuant to resolution 2 above **AND THAT** the Memorandum of Association be altered accordingly
4. **THAT** the Directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over or otherwise deal with or dispose of the unissued shares in the authorised share capital of the Company as increased by the previous Resolution **PROVIDED THAT** the authority hereby given:-
- (a) shall be limited to the unissued shares in the authorised share capital of the Company as amended by the preceding Resolution on the date hereof;
 - (b) shall expire on the day preceding the fifth anniversary of the date on which this Resolution was passed unless previously renewed or varied save that the Directors may, notwithstanding such expiry, allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority

DATED 22 4 97

SIGNED (D Williams)

Charles Derek Williams

Gerald Alfred Chugg

David Herbert

David Herbert

John Dansy Harry Riches

John Dansy Harry Riches

Mervyn John

Mervyn John