

SPECIAL RESOLUTION


CARDIFF RUGBY FOOTBALL CLUB PLC


COMPANY NUMBER 3199030

The following resolution was passed unanimously by all members of the Company entitled
to attend at and vote at the Extraordinary General Meeting convened and held at 167 Fleet Street
London
on 9 - December 1996

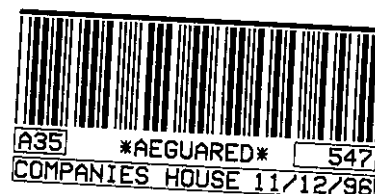
Special Resolution

THAT the Company be re-registered as a private company and accordingly the Memorandum of Association be altered with effect from the issue of a certificate of incorporation appropriate to a private company by deleting therefrom clause 2 and renumbering clauses 3 to 6 thereof as 2 to 5 respectively, and being requisite in all the circumstances new Articles of Association in the form submitted to this meeting and approved without amendment be adopted in lieu and to the exclusion of the present Articles of Association which shall no longer apply to the Company.


.....
for an on behalf of MB Incorporations Limited


.....
for an on behalf of MB Secretaries Limited

Dated 9 - December 1996



COMPANY NUMBER: 3199030

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

COMPANIES HOUSE 11/12/96

MEMORANDUM OF ASSOCIATION OF CARDIFF RUGBY FOOTBALL CLUB LIMITED

- 1 The name of the company is **CARDIFF RUGBY FOOTBALL CLUB LIMITED** (hereinafter called "the Company")
- 2 The registered office of the Company will be situated in England and Wales
- 3 The objects for which the Company is established are:
 - 3.1 to carry on all or any of the businesses of general merchants and traders, cash and credit traders, 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, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable
 - 3.2 to carry on any other business which may in the opinion of the directors be conveniently carried on by the company;
 - 3.3 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and

guarantee the performance by the company of any obligation or liability it may undertake or which may become binding on it;

- 3.4 to pay all costs, charges and expenses incurred in connection with the promotion and establishment of the company, including the cost of advertising, commissions for underwriting, brokerage, printing and stationery;
- 3.5 to employ brokers, commission agents and underwriters upon any issue of shares, debentures or other securities of the company and to provide for the remuneration for their services in cash, or by the issue of shares, debentures or other securities of the company, or by the grant of options to take the same, or in any other manner allowed by law;
- 3.6 to purchase or otherwise acquire all or any part of the business, property and liabilities of any company, society, partnership or person, and to conduct and carry on or liquidate any such business;
- 3.7 to purchase, take on lease or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let or otherwise dispose of or grant rights over any real property belonging to the company;
- 3.8 to purchase or otherwise acquire, construct, equip, maintain and adapt any premises and other installations and any plant, machinery and other things which may seem necessary or convenient for the purposes of the company;
- 3.9 to apply for and take out, purchase or otherwise acquire any designs, trade marks, patents, patent rights or inventions, copyright or secret processes, and to grant licences to use the same;
- 3.10 to manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or things of any description;
- 3.11 to let on lease or on hire the whole or any part of the real and personal property of the company on such terms as the company may determine;
- 3.12 to improve, manage, construct, repair, develop, exchange or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company;
- 3.13 to issue, or guarantee the issue of, or the payment of interest on, the shares, debentures, debenture stock or other securities or obligations of any company or associations, and to pay or provide for brokerage, commission and underwriting in respect of any such issue;

- 3.14 to enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 3.15 to draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments;
- 3.16 to receive money on deposit at interest or otherwise;
- 3.17 to lend or procure the advance of money with or without security or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- 3.18 to invest the money of the company in such manner as may be determined;
- 3.19 to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stock, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world and to acquire controlling or other interests in any companies, and to subsidise any company in which this company may be interested;
- 3.20 to establish agencies (and local boards) in Great Britain and elsewhere, and to regulate and discontinue the same;
- 3.21 to sponsor or subsidise any cultural or sporting event, performance or exhibition, to support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any

company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained;

- 3.22 to enter into and carry into effect any arrangement for joint working or profit-sharing, or for amalgamation, with any other company, or any partnership or person, carrying on business within or calculated to promote the objects of this company;
- 3.23 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid
- 3.24 to manage, finance, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- 3.25 to sell, dispose of, or transfer the business, property and undertaking of the company, or any part thereof, for any consideration;
- 3.26 to accept stock or shares in, or the debentures or other securities of, any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- 3.27 to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts;
- 3.28 to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;

- 3.29 subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- 3.30 to distribute among the Members of the Company in kind any property of the Company of whatever nature;
- 3.31 to procure the Company to be registered or recognised in any part of the world;
- 3.32 to do all or any of the above things (in any part of the world) either alone or in conjunction with, or as factors, trustees or agents for any other companies or persons, or by or through any factors, trustees or agents;
- 3.33 generally to do all such other things as may appear to the company to be incidental or conducive to the attainment of the above objects or any of them

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company
 - (3) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- 4 The liability of the members is limited to the amount (if any) unpaid on the shares held by them
 - 5 The share capital of the company is £50,000 divided into Fifty Thousand Ordinary Shares of One Pound each

WE, the persons whose names and addresses are subscribed, wish to be 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 to our respective names

Name, Address and Description of Subscriber	Number of Shares taken by the Subscriber
MB Incorporations Limited, care of Morgan Bruce, 167 Fleet Street, London. EC4A 2JB.	One Ordinary Share of One Pound each FOR AND ON BEHALF OF MB INCORPORATIONS LIMITED
MB Secretaries Limited, care of Morgan Bruce, 167 Fleet Street, London. EC4A 2JB.	One Ordinary Share of One Pound each FOR AND ON BEHALF OF MB SECRETARIES LIMITED
Total shares taken	Two Ordinary Shares of One Pound each

Date: 3rd May 1996

Witness to the above signature:

.....

SIOBHAN FINNERAN
167 Fleet Street
London. EC4A 2JB.

COMPANY NUMBER: 3199030

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES HOUSE 11/12/96

ARTICLES OF ASSOCIATION OF CARDIFF RUGBY FOOTBALL CLUB LIMITED

PRELIMINARY

- 1.1 The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

PRIVATE COMPANY

2. The Company is a private company and shall not offer any of its shares or debentures whether for cash or otherwise to the public or allot or agree to allot any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.

ALLOTMENT OF SHARES

- 3.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph 2.4 below) allot, grant options over or otherwise dispose of the same, to such persons on such terms and in such manner as they think fit.
- 3.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if

not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they were offered to the Members. The foregoing provisions of this paragraph 2.2 shall have effect subject to Section 80 of the Act.

- 3.3 In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.4 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting or by elective resolution in accordance with Section 379A of the Act.

SHARES

4. The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
5. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSFER OF SHARES

6. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

- 7.1 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of the Auditors.
- 7.2 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 8.1 Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- 8.2 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 8.3 Clause 41 in Table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

- 9.1 Clause 64 in Table A shall not apply to the Company.
- 9.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- 9.3 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 9.4 No person shall be appointed a Director at any General Meeting unless either:--
 - 9.4.1 he is recommended by the Directors; or

9.4.2 not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice executed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice executed by that person of his willingness to be appointed.

9.5 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 9.2 above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

10. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

11.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by a resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.

11.2 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

11.3 A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

12. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

- 13.1 The Directors may exercise the powers of the Company conferred by Clause 3.21 of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- 13.2 Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

- 14.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 14.2 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

INDEMNITY

- 15.1 Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 15.2 Clause 118 in Table A shall not apply to the Company

WE, the persons whose names and addresses are subscribed, wish to be 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 to our respective names

Name, Address and Description of Subscriber	Number of Shares taken by the Subscriber
MB Incorporations Limited, care of Morgan Bruce, 167 Fleet Street, London. EC4A 2JB.	One Ordinary Share of One Pound each FOR AND ON BEHALF OF MB INCORPORATIONS LIMITED
MB Secretaries Limited, care of Morgan Bruce, 167 Fleet Street, London. EC4A 2JB.	One Ordinary Share of One Pound each FOR AND ON BEHALF OF MB SECRETARIES LIMITED
Total shares taken	Two Ordinary Shares of One Pound each

Date: 3rd May 1996

Witness to the above signature:

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SIOBHAN FINNERAN
167 Fleet Street
London. EC4A 2JB.