

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3238540

The Registrar of Companies for England and Wales hereby certifies that
RUGBY LEAGUE (EUROPE) LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Leeds, the 12th August 1996



N03238540C

Carol Walker

CAROL WALKER

For The Registrar Of Companies



C O M P A N I E S H O U S E



12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

RUGBY LEAGUE (EUROPE) LIMITED



F012001J

I, CHRISTOPHER STUART CAISLEY

of KINGS COURT, 12 KING STREET, LEEDS, LS1 2HL

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985[†] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

[†] Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

C. S. Caisley

Declared at

Leeds in the County of West Yorkshire

the

twelfth

day of

August

One thousand nine hundred and ninety

six

● Please print name.

before me ●

ALISON REBECCA FARRAR

Signed

A.R. Farrar

Date

12th August 1996

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

ALISON FARRAR, WALKER MORRIS

KINGS COURT, 12 KINGS STREET, LEEDS

LS1 2HL

Tel 0113 283 2500

DX number 12051

DX exchange LEEDS

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals.

Notes on completion appear on final page

10

**First directors and secretary and intended situation of
registered office**

Company Name in full

RUGBY LEAGUE (EUROPE) LIMITED



F010001H

Proposed Registered Office

(PO Box numbers only, are not acceptable)

KINGS COURT

12 KING STREET

Post town

LEEDS

County / Region

WEST YORKSHIRE

Postcode

LS1 2HL

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

ALISON FARRAR, WALKER MORRIS

KINGS COURT, 12 KING STREET, LEEDS

LS1 2HL

Tel 0113 283 2500

DX number 12051

DX exchange LEEDS

Companies House receipt date barcode

Form revised March 1995

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

NIGEL JONATHAN

Surname

WOOD

Previous forename(s)

Previous surname(s)

Address

5 LINDLEY DRIVE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

BRADFORD

County / Region

WEST YORKSHIRE

Postcode

BD7 4JU

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature

Nigel Wood

Date

12/08/96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

CHRISTOPHER STUART

Surname

CAISLEY

Previous forename(s)

Previous surname(s)

Address

MOORLANDS

Usual residential address

For a corporation, give the registered or principal office address.

Post town

FOULRIDGE

County / Region

LANCASHIRE

Postcode

BB8 7QG

Country

Day Month Year

Date of birth

02/06/51

Nationality

BRITISH

Business occupation

SOLICITOR

Other directorships

BRADFORD NORTHERN RLFC (1964) LIMITED

INDEPENDENT WORLDWIDE MANAGEMENT LIMITED

I consent to act as director of the company named on page 1

Consent signature

C. Caisley

Date

12/08/96

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text"/>		
	Surname	<input type="text"/>		
	Previous forename(s)	<input type="text"/>		
	Previous surname(s)	<input type="text"/>		
Address	<input type="text"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Day	Month	Year	
Date of birth	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality <input type="text"/>
Business occupation	<input type="text"/>			
Other directorships	<input type="text"/>			
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
Consent signature	<input type="text"/>	Date	<input type="text"/>	

This section must be signed by				
Either				
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date	<input type="text"/>
Or the subscribers	Signed	<input type="text"/>	Date	<input type="text"/>
(i.e those who signed as members on the memorandum of association).	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACTS 1985 to 1989

**A PRIVATE COMPANY
LIMITED BY SHARES**



**MEMORANDUM OF ASSOCIATION OF
RUGBY LEAGUE (EUROPE) LIMITED**

1. The Company's name is RUGBY LEAGUE (EUROPE) LIMITED
2. The Company's registered office is to be situated in England & Wales.
3. The Company's objects are:
 - (a) to organise and govern a league of rugby league football clubs known as "The Super League" or such other name as the Company may from time to time adopt ("the League");
 - (b) to derive and formulate rules and regulations for the governance and structure of the League and all matters incidental thereto and to amend such rules and regulations as and when considered necessary (the "Rules");
 - (c) to take such action as may from time to time be deemed necessary to implement and enforce the Rules;
 - (d) to enter into agreements or arrangements of any kind including television, broadcasting and sponsorship agreements or arrangements relating to the League;
 - (e) to promote, publicise and further the League and the game of rugby league football;

RBS £200

- (f) to liaise and collaborate with the Rugby Football League (the "RFL") in relation to the laws of the game of rugby league football and generally to comply with and adhere to the rules and regulations of the RFL provided they are not inconsistent with the Rules;
- (g) to manage, regulate, govern and monitor all or any particulars, provisions, terms or arrangements or other items as is from time to time deemed necessary or advisable or desirable for, or supplementary to, the safety, comfort, behaviour, convenience or advantage of rugby league football players and/or of the public and/or of any other persons interested or engaged in or related with the League;
- (h) to do all such other things as may be deemed beneficial for the League;
- (i) to purchase or by any other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights or privileges of any kind over or in respect of any property and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company;
- (j) to purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, copyrights, secret processes, trade marks, designs, protections and concessions which may appear likely to be advantageous or useful to the League or the objects of the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire;
- (k) to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be

determined;

- (l) to lend or advance money or give credit to any persons, firms or companies or others having dealings with the Company and/or the League upon such terms and with or without security and subject to such conditions as may seem desirable and to give (whether gratuitously or otherwise) guarantees or become security for any such persons, firms, companies or others;
- (m) to borrow and raise money in any manner and to secure the repayment of 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;
- (n) to draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warranties, debentures, and other negotiable instruments that may be incidental or conducive to the Company's commercial activity;
- (o) to enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) or any corporations, companies or persons, that may seem conducive to the attainment of the Company's objects and to obtain from any such government or authority, corporation, company or person, any charters, contracts, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- (p) to subscribe for, take, purchase, or otherwise acquire and hold shares, stock or other interests in or obligations of any other company or corporation;

- (q) to sell, let, licence, develop or otherwise deal with the whole or any part of the undertaking of the Company, either together or in portions upon such terms, as the Company may think fit, with power to accept shares, debentures, or securities of any company purchasing the same;
- (r) to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others;
- (s) subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985, (re-enacted by the Companies Act 1989 or any subsequent re-enactment or amendment thereof) (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 such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act;
- (t) to remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment subject to the provisions of the Act to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise;
- (u) to pay out of the funds of the Company all costs and expenses of or incidental to the promotion formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company;
- (v) to purchase and maintain insurance policies to indemnify the officers and auditor of the Company against any costs, expenses and liabilities arising from negligence, default, breach of duty or trust incurred by them in discharge of their duties or in relation thereto pursuant to the provisions contained in

Section 310(3) of the Act;

- (w) 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 its employees or the League or the participants therein;
- (x) to distribute any property of the Company in specie among the members; and
- (y) to do all such other things as may be deemed incidental or conducive to the attainment or furtherance of the objects set out above or any of them.

AND it is hereby declared that 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 the foregoing sub-clauses shall be construed independently of each other, except where the context expressly so requires and none of the objects therein mentioned shall be deemed to be merely subsidiary or ancillary to the objects contained in any other sub-clause.

- 4. The liability of the members is limited.
- 5. The Company's share capital is £50 divided into 49 Ordinary Shares of £1 each and 1 Special Share of £1.

I, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and I agree to take the number of shares shown opposite my name.

B. C. Cairns (c.s. Cairns)
Director, Bradford Northern R.F.C. (1964) Ltd.

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

RUGBY LEAGUE (EUROPE) LIMITED

1. INTERPRETATION

1.1 Subject as hereinafter provided and so far as not inconsistent with the provisions of these Articles the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company.

1.2 In these Articles unless the context requires otherwise the following expressions shall have the following meanings:

"the Act"	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;
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"the Articles"	these Articles of Association of the Company;
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"the Board"	the board of directors for the time being of the Company;
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Names and addresses of the subscriber and number of shares taken by the subscriber

BRADFORD NORTHERN RLFC (1964) LIMITED

One Ordinary Share

(address) Odsal Stadium, Odsal, Bradford BD6 1BS

DATED THIS 12th day of August 1996

Witness to the above signature: Ren Kylen.

Name KAREN LYDON

Address S PLANTATION AVENUE
LEEDS
LS15 0LL

"General Meeting"	any meeting of the members of the Company including (except where expressly stated) the annual general meeting and a separate class meeting of the holders of Ordinary Shares;
"Ordinary Shares"	ordinary shares of £1 each in the capital of the Company;
"Regulation"	a regulation of Table A;
"the RFL"	the Rugby Football League;
"Special Share"	the one special share of £1 in the capital of the Company;
"the Super League"	the rugby league football league to be managed by the Company and consisting of clubs who are from time to time members of the Company;
"Super League Club"	a rugby league football club which is for the time being a member of the Company;
"Rules"	the rules and regulations of the Super League (together with such additions and modifications as shall from time to time be made or adopted by the Company).

1.3 In these Articles unless the context requires otherwise words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa, and words importing persons shall include bodies corporate, unincorporated associations and partnerships.

1.4 A special or extraordinary resolution shall be effective for any purpose for which an

ordinary resolution is expressed to be required under any provision of the Regulations or these Articles.

2. SHARE CAPITAL

- 2.1 The authorised share capital of the Company at the date of adoption of these Articles is £50 divided into 49 Ordinary Shares and the Special Share.
- 2.2 Ordinary Shares shall only be issued, allotted or transferred to rugby league clubs who are entitled, pursuant to these Articles and the Rules to be Super League Clubs.
- 2.3 No Super League Club shall be entitled to own or have a beneficial interest in more than one Ordinary Share.
- 2.4 Directors shall have full control of shares which are comprised in the authorised share capital with which the Company is incorporated and may allot relevant securities (as defined in Section 80(2) of the Act) as authorised from time to time by the Company, and during the period of five years commencing with the date of incorporation the Directors shall have authority to allot relevant securities to such persons and for such consideration and upon such terms and conditions as they may determine provided that the nominal value of the relevant securities allotted shall not exceed the authorised but unissued share capital of the Company for the time being, and after the period of five years commencing with the date of incorporation of the Company the Directors may allot any relevant securities 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 be renewed, revoked or varied by Ordinary Resolution of the Company.
- 2.5 In accordance with Section 91(1) of the Act, Sections 89(2) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 2.6 Subject to the provisions of the Act the Company may:

- 2.6.1 issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- 2.6.2 purchase its own shares (including any redeemable shares);
- 2.6.3 make a payment in respect of the redemption or purchase under section 159 or (as the case may be) section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

3. RIGHTS OF SPECIAL SHARE

- 3.1 The Special Share may only be issued to, held by and transferred to the RFL or any person duly authorised to act on its behalf.
- 3.2 The special rights attached to the Special Share may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up only with the consent in writing of the holder of the Special Share. Without prejudice to the generality of this Article, the special rights attached to the Special Share shall be deemed to be varied by:
 - 3.2.1 any change of the name of the Company;
 - 3.2.2 the variation of any voting rights attaching to any shares in the Company;
 - 3.2.3 the amendment, or removal, or the alteration of the effect of (which, for the avoidance of doubt, shall be taken to include the ratification of any breach of) all or any of the following:
 - (i) the objects of the Company set out in clause 3 of the Company's Memorandum of Association;
 - (ii) the definition in these Articles "Special Share";
 - (iii) Articles 2.2 and 2.3 (issue of Ordinary Shares);
 - (iv) this Article 3 (Rights of Special Share); and
 - (v) Article 17 (adherence to RFL Rules);

3.2.4 the making and adoption of or any amendment to, removal of or waiver of any of the provisions of the rules which relate to:

- (i) the name of the Super League;
- (ii) criteria for membership of the Super League;
- (iii) number of clubs/promotion/relegation;

3.2.5 the passing of a special resolution to wind-up the Company.

3.3 The holder of the Special Share shall have all the rights of a Super League Club in relation to receiving notice of, and attending and speaking at General Meetings. The Special Share shall confer no right to vote at General Meetings.

3.4 In a distribution of capital on a winding up of the Company the holder of the Special Share shall be entitled to repayment of the capital paid up or treated for the purposes of the Act or the Insolvency Act 1986 as paid up on the Special Share in priority to any repayment of capital to another member. The Special Share shall confer no other right to participate in the capital, and no right to participate in the profits, of the Company.

4. LIEN

The lien conferred by Regulation 8 shall attach to all shares whether fully paid or not and to all shares 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. Regulation 8 of Table A shall be modified accordingly.

5. TRANSFER OF SHARES

5.1 The Directors shall refuse to register the transfer of any Ordinary Share unless such transfer is made pursuant to and in accordance with these Articles and the Rules to a Super League Club for the relevant reason.

5.2 If:

5.2.1 any holder shall cease to be entitled to hold an Ordinary Share for whatever reason; or

5.2.2 a manager, receiver or administrative receiver shall be appointed in respect of a holder or any property of a holder, or an administrative order shall be made in respect of a holder or any property of a holders, or an order shall be made or an effective resolution passed for the winding up of a holder otherwise than for the purpose of reconstruction or amalgamation;

then that holder or its manager, receiver, administrator or liquidator or any other person entitled to the share shall, on receiving notice in writing from the Board, transfer its share to such other person as the Board shall direct at the price of £1.

5.3 For the avoidance of doubt, the Board shall be entitled to require the transfer of a share upon the holder thereof ceasing to be entitled to play in the Super League and as and from the date of such request, such holder shall have no rights in relation to the share issued allotted or transferred to it.

6. GENERAL MEETINGS AND RESOLUTIONS

6.1 Regulations 40 and 41 of Table A shall not apply to the Company. The provisions of Article 6 and 7 shall be supplemented by the provisions of the Rules which shall also regulate the procedure for meetings of the Company.

6.2 No business shall be transacted at any General Meeting unless a quorum is present. Half of the members who are entitled to vote upon the business to be transacted, present by a duly authorised representative or by proxy shall be a quorum, unless the Company has only one member in which case one member present in person or by proxy shall be a quorum.

- 6.3 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.
- 6.4 The Chairman of a General Meeting shall not be entitled to a second or casting vote. Regulation 50 shall not apply.

7. VOTES OF MEMBERS

Subject to any rights or restrictions attached to any shares, every member present by a duly authorised representative or proxy shall have one vote whether on a show of hands or on a poll. Regulation 54 shall not apply to the Company.

8. APPOINTMENT OF DIRECTORS

- 8.1 Regulation 64 of Table A shall not apply to the Company.
- 8.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution 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. 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 Regulation 89 shall be modified accordingly.
- 8.3 No Director shall be liable to retire by rotation and Regulations 73 to 77 (inclusive) and Regulation 80 shall not apply to the Company. In Regulation 78 the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted.

- 8.4 No person shall be appointed or re-appointed as a Director except pursuant to an ordinary resolution at a General Meeting. No such person shall be appointed or re-appointed unless not less than fourteen (14) nor more than thirty-five (35) clear days before the date appointed for the meeting, a notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment.

9. POWERS OF THE BOARD

- 9.1 The Board shall:

9.1.1 manage the activities and affairs of the Company including the operation of the Super League;

9.1.2 exercise all powers of the Company but subject to any policy direction as the members in General Meeting may from time to time exercise or give;

9.1.3 take such executive steps as it considers necessary to give effect to any policy laid down by the members in General Meeting;

9.1.4 make such recommendations to the members on such matters of importance to the Company as it considers appropriate; and

9.1.5 make decisions upon any and all matters of procedure to be followed by the Company where matters require immediate attention.

- 9.2 In any dealings relation to television, broadcasting sponsorship or similar arrangements or other matters materially affecting the commercial interests of the members the Board shall not enter into any contract or agreement or conduct themselves in any way as would bind the Company to any contract or agreement without the prior approval by ordinary resolution of the members in General Meeting. Without prejudice to the generality of the foregoing, the Board shall in relation to any such dealings disclose

the provisions contained in this Article to any entity or individual with whom the Board is considering entering into a contract or agreement.

10. BORROWING POWERS

- 10.1 The Directors may without the prior approval of the members in General Meeting exercise all the powers of the Company to borrow money of unlimited 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, 80A and 379A of the Act to grant any mortgage, charge or 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.

11. ALTERNATE DIRECTORS

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 Regulation 66 shall be modified accordingly.

12. DISQUALIFICATION OF DIRECTORS

- 12.1 A Director shall be required to vacate his office if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.
- 12.2 A Director shall be required to vacate his office if he attains the age of 60.
- 12.3 Regulation 81 shall be modified by deleting paragraph (e) thereof. The office of a Director shall also be vacated if he shall be removed from office as hereinbefore

provided.

13. PROCEEDINGS OF DIRECTORS

13.1 At any meeting of the Directors or of any committee of the Directors subject to disclosing his interest therein a Director may vote on any resolution notwithstanding that it in anyway 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. Regulations 94 to 98 inclusive shall be construed accordingly.

13.2 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or other means of telephone radio or televisual communication whereby all the persons participating in the meeting can hear each other and any Director or member of a committee participating in such a meeting will be deemed to present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word 'meeting' shall be construed accordingly.

14. INDEMNITY

Subject to Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 every Director, officer or official of the Company shall be indemnified out of the funds of the Company or the proceeds of any insurance policy effected by the Company for such purpose against all costs charges and discharge of his duties or in relation thereto.

15. SHARE CERTIFICATES

In the second sentence of Regulation 6 the words 'shall be sealed with the seal and' shall be deleted. Each share certificate shall only be issued by authority of the Directors, or of a committee of the Directors authorised by the Directors, and shall bear the signature of one Director and the company secretary or a second Director.

16. COMPANY SEAL

Regulation 101 shall not apply to the Company. The Company shall not be required to, but may, at the discretion of the Directors, keep a common seal. If such a seal is kept, it shall only be used by the authority of the Directors, or of a committee of the Directors authorised by the Directors, and the Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the secretary or a second Director.

17. RULES OF THE RUGBY FOOTBALL LEAGUE

The Company shall adhere to and comply with all rules and regulations for the time being of the RFL.

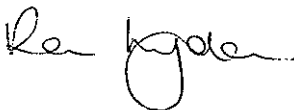
B. Manning (c.s. secretary)
Director, Bradford Northern R.F.C. (1964) Ltd.

Names and address of Subscriber

BRADFORD NORTHERN RLFC (1964) LIMITED

Odsal Stadium, Odsal, Bradford BD6 1BS

DATED 12th August 1996

Witness to the above signature: 

Name KAREN LYDON

Address 5 PLANTATION AVENUE
LEEDS
LS15 0LL