Company No. 3295063

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

WEST BROMWICH ALBION FOOTBALL CLUB LIMITED

(as amended by a Special Resolution passed on 5 November 1999)

1 **Preliminary**

1.1 In these Articles:

"the Act" means the Companies Act 1985 (as amended).

"Table A" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

"the Statutes" *means the Act and any statutory modification or re-enactment thereof* for the time being in force and every other Act for the time being in force concerning companies and affecting the Company

1.2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

1.3 Regulations 24, 38, 69, 73 to 78 inclusive, 101, 116 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

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1.4

(a) The Rules and Regulations of The Football Association Limited for the time being shall be deemed to be incorporated herewith and shall prevail in the event of any conflict with the provisions set out herein.

(b) No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by The Football Association 14 days or more before the day on which the alteration is proposed to take place.

(c) The office of a (Director/Officer or Official) shall be vacated if such person is subject to a decision of The Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a Football Club.

2 **Share capital**

2.1 The share capital of the Company at the date of the adoption of these Articles is £1,000 divided into 1,000 Ordinary Shares of £1 each.

2.2 Subject to the provisions of Article 2.4 and to any directions which may be given by the Company in general meeting, the Directors may unconditionally exercise the power of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) and without prejudice to the generality of the foregoing any shares unissued at the date of adoption of these Articles and any shares hereafter created shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons (including the Directors themselves) on such terms and at such times as they may think proper, provided that no shares shall be issued at a discount.

2.3 The authority conferred on the Directors by Article 2 2 shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles.

2.4 The provisions of section 89(1) of the Act shall not apply to the Company.

2.5 No share may be issued conferring rights to dividend and cumulation of dividend greater than are for the time being allowed by or pursuant to the rules of The Football Association or conferring rights on winding up which are inconsistent with Article ~~11~~. 10

2.6 The power of the Company in respect of capitalisation of profits under regulation 110 may be exercised only with the written consent of the Council of The Football Association.

2.7 No share shall be subdivided and accordingly paragraph (c) of regulation 32 shall not apply to the Company.

3 **Dividends**

3.1 No dividend shall be declared on any share which is larger than the maximum dividend allowed from time to time by or pursuant to the rules of The Football Association in respect of a share of that class nor shall any capital dividend be paid without the written consent of the Council of The Football Association.

4 **General meetings**

4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, or such less percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors.

4.2 The following provisions of this Article apply if the Company has only a single member:

(a) regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso: ", provided that if the company has only a single member, the quorum shall be one such person."; and

(b) if the single member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision. However, failure to do so shall not affect the validity of such decision.

4.3 Regulation 37 shall be modified by:

(a) the substitution of the words "seven weeks" for the words "eight weeks"; and

(b) the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence· "If the company has only a single member, such member shall be entitled at any time to call a general meeting.".

4 4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved. Provided that if the company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the

time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned ".

4 5 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.

4.6 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

5 **Powers and duties of Directors**

5.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

6 **Appointment, removal and disqualification of Directors**

6.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a

Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.

6.2 The office of a Director shall be vacated if he is removed from office under Article 6 1. Regulation 81 shall be modified accordingly.

6 3 The office of a Director shall be vacated if he is suspended by The Football Association, The Football League Management Committee or the Football Association Premier League Limited from taking part in football management.

7 **Rotation of Directors**

7.1 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

8 **Alternate Directors**

8.1 Any appointment or removal of an alternate Director under Table A shall be delivered at the registered office of the Company In regulation 65 the words "approved by resolution of the directors and" shall be deleted.

8 2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor An alternate Director shall be deemed to be a Director for the purpose of signing instruments pursuant to Article 12. Save as aforesaid, an alternate Director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

8.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only 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.

9 **Proceedings of Directors**

9.1 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 similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

9.2 The following sentence shall be inserted after the first sentence of regulation 72: "Any committee shall have power unless the Directors direct otherwise to co-opt as a member or members of the committee for any specific purpose any person or persons although not being a Director of the Company.".

9.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

~~10 Directors' Remuneration~~

~~10.1 Save as provided in article 10.2 a Director shall not be entitled to receive any remuneration in respect of the office of a Director or as an employee of the Company.~~

~~10.2 Directors may receive remuneration in consideration of their appointment as a Director, provided that the terms of such appointment are notified to and approved by The Council of the Football Association and the Football League Management Committee and that such appointment is in respect of full time employment.~~

10 ~~11~~ **Winding Up**

10.1 ~~11.1~~ On the 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 made 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 shall be enforced against the remaining Members for the purpose of adjusting the rights of the Members between themselves.

10·2 ~~11.2~~ If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their shares, the balance shall be given to The Football Association Benevolent Fund, or to some other Club or institute in the County of West Midlands having similar objects, or to any local charity, or charitable or benevolent institution situate within the said County, such club, institution or charity to be decided upon, and such surplus apportioned among all or any of such clubs, institutions or charities by the Members of the Company at or before the time of dissolution as they shall 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 Football Association as then existing, shall determine.

11 ~~12~~ **The seal**

11·1 ~~12.1~~ If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. 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 by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal

11·2 ~~12.2~~ If the Company has a common seal, the Company may also have an official seal for use abroad under the provisions of the Act, where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles

reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

12 ~~13~~ **Notices**

12.1 ~~13.1~~ Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

12.2 ~~13.2~~ Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.

13 ~~14~~ **Indemnity**

13.1 ~~14.1~~ Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

14 ~~15~~ **Alteration of Articles**

14.1 ~~15.1~~ Subject to the provisions of the Act it shall be a condition precedent to the transaction at any Meeting of the Company of any business concerning any proposal or resolution

to make any change of these Articles or of the Memorandum of Association that notice of such proposal or resolution shall have been lodged at the offices of the Football Association not less than fourteen days before the date fixed for the relevant Meeting.