

THE COMPANIES ACTS 1985 -1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of



HULL CITY FOOTBALL CLUB (TIGERS) LIMITED (the Company)

I, being the sole member of the Company entitled to receive notice and attend and vote at general meetings of the Company **UNANIMOUSLY PASS** the following resolutions of the Company pursuant to regulation 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985 (as amended), such regulations being incorporated into the Company's articles of association by article 1 of such articles of association:

RESOLUTIONS

- 1 That the Articles of Association of the Company shall be amended by the deletion of the existing article 2.1 and its replacement with the following:

"2.1 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."

A handwritten signature, appearing to be "Adam Pearson", is written over a horizontal dotted line.

Adam Pearson

A handwritten date "15 May 2001" is written above a horizontal dotted line.

Date

THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION OF HULL CITY ASSOCIATION
FOOTBALL CLUB (TIGERS) LIMITED**

(amended by special resolution dated 15 May 2001)

1 PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (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 Articles of Association of the Company.

1.2 In these Articles:-

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 of the time being in force.

The Football Association means registered company number 77797 known as The Football Association Limited.

Parent County Association means the relevant County Football Association of which this Company is a member or to which it is affiliated.

2 RULES OF THE FOOTBALL ASSOCIATION

2.1 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.

2.3 No proposed alteration of the Company's Memorandum or these Articles shall be authorised or adopted by the Company unless such alteration has been approved in writing by The Football Association not less than 14 days before the day on which the alteration is placed before the members (whether at a general meeting or by means of a written resolution pursuant to section 381A of the Act or regulation 53 of Table A) for approval.

2.4 The Company shall send written notification (if and so far as may be lawfully possible in the circumstances) if it is a Full or Associate Member Club of The Football Association, to The Football Association and in any other case, to its Parent County Association before:-

2.4.1 the commencement of a compulsory or voluntary liquidation or any other form of winding up;

2.4.2 the Company enters into any agreement or arrangement by or under which the whole of its assets and goodwill are to be sold or transferred to any other person, firm or company;

2.4.3 the convening of a meeting of creditors of the Company;

2.4.4 the appointment of a receiver, administrative receiver, manager or administrator of the Company;

2.4.5 the Company ceases for any reason to carry on business;

2.4.6 the Company becomes a holding company or a subsidiary company as defined by section 736 of the Act; or

2.4.7 the Company makes any other material change to its corporate status or financial structure.

3 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 Article 3.4 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 14 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 Article 3.2 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 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.

4 SHARES

- 4.1 The lien conferred by regulation 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. Regulation 8 in Table A shall be modified accordingly.
- 4.2 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 regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5 GENERAL MEETINGS AND RESOLUTIONS

- 5.1 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.
- 5.2 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.
- 5.3 Regulation 41 in Table A shall not apply to the Company.
- 5.4 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

- 5.5 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.

6 APPOINTMENT OF DIRECTORS

- 6.1 Regulation 64 in Table A shall not apply to the Company.
- 6.2 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors is 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 regulation 89 in Table A shall be modified accordingly.
- 6.3 The directors shall not be required to retire by rotation and regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 6.4 No person shall be appointed a director at any general meeting unless either:-
- 6.4.1 he is recommended by the directors; or
 - 6.4.2 not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed 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 signed by that person of his willingness to be appointed.
- 6.5 Subject to Article 6.4 above, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

- 6.6 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 Article 6.2 above as the maximum number of directors and for the time being in force.

7 BORROWING POWERS

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.

8 ALTERNATE DIRECTORS

- 8.1 Unless otherwise determined by the Company in general meeting by ordinary resolution 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 in Table A shall be modified accordingly.
- 8.2 A director, or any such other person as is mentioned in regulation 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.

9 DISQUALIFICATION OF DIRECTORS

The office of a director shall be vacated if such person is subject to a decision of The Football Association that such person be suspended from holding such office or from taking part in any activity relating to the administration or management of a football club. Regulation 81 in Table A shall be modified accordingly.

10 GRATUITIES AND PENSIONS

10.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

10.2 Regulation 87 in Table A shall not apply to the Company.

11 PROCEEDINGS OF DIRECTORS

11.1 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 his vote shall be counted; and in relation to any such resolution he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

11.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

11.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

12 THE SEAL

12.1 If the Company has a seal it shall only be used with the authority of the directors or of a committee of 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 a second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

12.2 The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

13 NOTICES

13.1 Without prejudice to regulations 11 2 to 11 6 inclusive in Table A, the Company may give notice to a member by electronic means provided that:-

- 13.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and
- 13.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.
- 13.2 A notice given to a member personally or in a form permitted by Article 13.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.
- 13.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 13.1 above.
- 13.4 In this article **electronic** means actuated by electric, magnetic, electromagnetic, electro-chemical or electro-mechanical energy and **by electronic** means by any manner only capable of being so actuated.

14 UNTRACED SHAREHOLDERS

14.1 Sale of Shares

- 14.1.1 The Company shall be entitled to sell the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if:-
- (a) the Company is aware that during a period of three consecutive years prior to the publication of the advertisement referred to in article (c) below all notices given by the Company to the member or such other person have been delivered or sent by pre-paid post addressed to his registered address or, in the case of a member whose registered address is not within the United Kingdom, to an address within the United Kingdom supplied by him for the purpose, and have been returned undelivered; and
 - (b) any dividends declared in respect of the shares in question during such period remain unclaimed; and

- (c) the Company shall have inserted an advertisement in a newspaper circulating in the area of the last-known registered address of such member or such other person (or, if there be no such address, the registered office of the Company) giving notice of its intention to sell the said shares; and
- (d) during the said period of three years and the period of three months following the publication of the said advertisement the Company shall have received no indication of the whereabouts or the existence of such member or other person.

14.1.2 To give effect to any such sale the Company may appoint some other person to execute an instrument of transfer of the said shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The said shares shall not be transferred except in consideration of an amount which is equal to the nominal value of the said shares. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to the net proceeds of sale of the said shares and shall enter the name of such former member or person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds which may be employed in the business of the Company or invested in such investments as the directors may from time to time think fit.

14.2 Dividends

- 14.2.1 The payment by the directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the Company. (Provided that if a claim is subsequently made for any dividend so forfeited the directors may at their discretion pay out of the profits of the Company available for distribution a sum equal to the dividend so forfeited or part thereof to any person who

would, prior to the expiry of the said period of six years, have been entitled to such dividend or the personal representatives of any such person.)

14.3 Notices and Accounts

14.3.1 If the Company is aware that during a period of three consecutive years all notices given by the Company to a member and all copies of the annual accounts of the Company (including every document required by law to be comprised therein or attached or annexed thereto) have been sent by pre-paid post addressed to him at his registered address or in the case of a member whose registered address is not within the United Kingdom, to any address within the United Kingdom supplied by him for the purpose of the giving of notices pursuant to these Articles, and have been returned undelivered then the Company shall no longer be obliged to give notices or to send copies of the balance sheet and profit and loss account until the member notifies the Company of another address to be entered as his registered address or, in the case of a member whose current registered address is not within the United Kingdom, another address in the United Kingdom as his registered address. Provided that a member to whom a copy of any of the said documents has not been sent shall be entitled to receive a copy free of charge on application to the registered office of the Company.

15 WINDING UP

15.1 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. 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 club or institute in the City of Hull, Humberside having objects similar to those set out in the Memorandum of Association of the Company, or to any local charity, or charitable or benevolent institution situate within the said City of Hull, Humberside, 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.

16 INDEMNITY

16.1 Every director or other officer or auditor 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, 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.

16.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

16.3 Regulation 118 in Table A shall not apply to the Company.

17 TRANSFER OF SHARES

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 regulation 24 in Table A shall not apply to the Company.