

**THE COMPANIES ACTS 1985, 1989 AND 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**ENGLAND RUGBY LIMITED**  
**("the Company")**

(Company number 04134527)

Circulated on 24 November 2008

We, the undersigned, pass the following resolution as a written resolution to have effect as if passed by the Company in general meeting in accordance with the Company's Articles of Association:

**Special Resolution**

THAT:

**Adoption of New Articles**

the regulations contained in the document attached to this Resolution and for the purposes of identification signed by the sole Director as relative to this Resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

.....  
Signed by  
duly authorised for RUGBY FOOTBALL UNION  
on 25 November 2008



\*AA40056Z\*

A24

27/11/2008

102

COMPANIES HOUSE

### **Statement**

Set out above is the form of a written resolution which it is proposed should be passed by the members of the Company in accordance with Part 13 of the Companies Act 2006.

The resolution is proposed to be passed as special resolution.

If you wish to signify your agreement to the resolution you must do so by sending to the Company a document which identifies the resolution to which it relates and indicates your agreement to that resolution. The easiest way to do this is to sign, date and return this document. Your agreement, once signified, may not be revoked.

In order for the resolution to be passed, eligible members holding the required majority must have indicated their agreement to the resolution on or before *the expiry of a 28 day period beginning on the date on which the resolution was first sent to a member (the Circulation Date), pursuant to s297 CA2006.*

FB

Company number: 04134527

THE COMPANIES ACTS 1985, 1989 AND 2006

---

A PRIVATE COMPANY LIMITED BY SHARES

---

AMENDED\*  
ARTICLES OF ASSOCIATION

of

ENGLAND RUGBY LIMITED

---

**PRELIMINARY**

1. These Regulations, together with 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, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (such Table being hereinafter referred to as "Table A") shall be the Regulations of the Company save in so far as the Regulations in Table A are excluded or varied hereby. The following Regulations in Table A shall not apply to the Company: Regulations 3 (redemption of shares), 8 (lien), 24 (directors' refusal of share transfers), 33 (fractional entitlements), 35 (purchase of own shares), 38 (notice of general meetings), 40 (quorum at general meetings), 50 (chairman's casting vote at general meetings), 54 (votes of members), 64 (number of directors), 73-80 inclusive (appointment and retirement of directors), 85 and 86 (directors' interests), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum disentitlement), 99 (secretary), 111, 112, 115 (notices) and 118.
2. The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

**INTERPRETATION**

3. In these articles:

---

\* Amended by Special Resolution dated 25 November 2008.

- (a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force;
- (b) "the 2006 Act" means the Companies Act 2006 as modified by statute or re-enacted from time to time;
- (c) "electronic form" has the same meaning as in the 2006 Act;
- (d) "hard copy form" has the same meaning as in the 2006 Act

### **SHARES**

- 4.1 The whole of the shares of the Company for the time being unissued shall be under the control of the directors, who are unconditionally authorised for the purposes of the Act generally to exercise any power of the Company at any time during the period of 5 years from the date of the Company's incorporation to allot any relevant securities (as defined by the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of incorporation from time to time unissued during the period of such authority.
- 4.2 The directors shall be entitled under the general authority conferred by Regulation 4.1 above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- 4.3 Section 89(1) and Section 90(1)-(6) of the Act shall not apply and Sections 561 and 562 of the 2006 Act (when in force) shall not apply to any allotment of equity securities (as defined in the Act) in the Company made pursuant to the authority contained in Regulations 4.1 and 4.2 above.
- 5. The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.
- 6. Subject to the provisions of the Act the Company may:
  - (a) issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
  - (b) purchase its own shares (including any redeemable shares);
  - (c) make a payment in respect of the redemption or purchase under Sections 160 to 161 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.

### **LIENS AND CALLS**

- 7.1 The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of any member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Regulation. The Company's lien, if any, on a share shall extend to all distributions and other moneys or property attributable to it.
- 7.2 The liability of any member in default in respect of a call shall include expenses. The following words shall be added at the end of the first sentence of Regulation 18 of Table A: "and all expenses that may have been incurred by the Company by reason of such non-payment".
- 7.3 In Regulation 19 of Table A there shall be substituted for the words "all dividends or other moneys payable in respect of the forfeited shares" the words "all distributions and other moneys or property attributable to it".
- 7.4 The directors may, if they think fit, receive from any member all or any part of the sums for the time being uncalled and unpaid on any of his shares.

#### **PROCEEDINGS AT GENERAL MEETINGS**

8. Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, or by or in accordance with the terms upon which any shares have been issued:
- (a) on a show of hands every member:
- (i) who (being an individual) is present in person or by proxy; or
- (ii) which (being a corporation) is present by a duly authorised representative or by proxy shall have one vote
- unless the proxy (in either case) or the representative is himself a member entitled to vote; and
- (b) on a poll every member:
- (i) who (being an individual) is present in person or by proxy; or
- (ii) which (being a corporation) is present by a duly authorised representative or by proxy
- shall have one vote for every ordinary share of which he is the holder.
9. No business shall be transacted at any general meeting unless a quorum of members is present in person or by proxy at the time when the meeting proceeds to business: save as herein otherwise provided, and subject to the provisions of

the Companies (Single Member Private Limited Companies) Regulations 1992 (SI 1992/1699), two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum. Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words ", and 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".

- 10.1 Subject to the provisions of sections 288-297 of the 2006 Act the members may pass written resolutions which shall have effect as if passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. If written resolutions are described as special resolutions or other types of resolution, they shall have effect accordingly.
- 10.2 The directors shall be entitled to accept that a resolution has been signed by a member if the directors receive a copy of the resolution bearing a facsimile of the member's signature and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the member concerned.

### **NOTICE OF GENERAL MEETINGS**

11. General meetings shall be called by at least fourteen days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote and together holding not less than ninety per cent in nominal value of the shares giving that right. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. A notice convening a general meeting shall in the case of special business specify the general nature of the business to be transacted. Subject to the provisions of these Articles and to any restrictions imposed on any shares the notice shall be given to all the members and to the directors and auditors.

### **DIRECTORS**

12. Unless and until otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum. The quorum for the transaction of the business of the directors shall be two, except where there is only a sole director in office in which case such sole director may act for all purposes and exercise all the powers of the Company. A person who holds office only as an alternate director shall, if he is present but his appointor is not, be counted in the quorum for the transaction of the business of the directors.
13. A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall together have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or directors or to fill any vacancy 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 by one of its directors on its behalf, and shall take effect upon receipt (including by facsimile) at the registered office of the Company.

14. The Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
15. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.
16. No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of seventy or any other age; nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person; and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
17. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.
18. A director whose interest has been authorised by the other directors or has been declared (as appropriate) in the manner provided by the Act may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing, any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
19. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his and it has been authorised (as required), a director notwithstanding his office:
  - (a) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
  - (b) shall not be accountable to the company for any benefit which he derives from any such interest which has been authorised and no contracts relating to such authorised interest shall be liable to be avoided on the ground of any such interest or benefit.
20. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effective for all purposes as a resolution passed at a meeting of the directors or (as the case may

be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. The directors shall be entitled to accept that a resolution has been signed by a director if:

- (a) the directors receive a copy of the resolution bearing a facsimile of the director's signature;
- (b) it has been signed by a duly authorised representative for and on behalf of a director;
- (c) it has been signed by an alternate director validly appointed by a director. If such a resolution is signed by an alternate director validly appointed by a director, it shall not be necessary for that director also to sign the resolution. If such a resolution is signed by a director who has appointed an alternate director, it shall not be necessary for his alternate director also to sign that resolution in that capacity;

and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the director.

- 21.1 Subject to the provisions of these Regulations, the directors may regulate their proceedings as they think fit;
- 21.2 A director may, and the secretary at the request of any director shall, call a meeting of directors;
- 21.3 Questions arising at a meeting shall be decided by a majority of votes;
- 21.4 A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote;
- 21.5 It shall be necessary to give notice of meetings to directors who are absent from the United Kingdom (provided that such directors have given to the Company a forwarding address) and despatch of notices pursuant to these Regulations to such addresses shall be deemed good and effective notice;
- 21.6 Directors or, if appropriate, their alternates may participate in or hold a meeting of directors or a committee of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) a committee of the directors duly convened and held with such directors physically present;
- 21.7 In the case of an equality of votes, the chairman shall not have a second or casting vote.



22. In Regulation 82 of Table A there shall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that Regulation the sentence: "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
23. In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".
24. In Regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the company".

### **SECRETARY**

25. The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them. The provisions of Section 280 of the 2006 Act shall be observed.

### **NOTICES**

26. The Company may validly send or supply any document (including any notice) or information to a member in hard copy form or electronic form in accordance with and subject to the 'company communication provisions' of the 2006 Act, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be supplied or delivered in a particular way.
27. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Company to a member.
  - (a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the members.
  - (b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:
    - (i) 48 hours after it was posted, if first class post was used; or
    - (ii) 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

- (c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

### **INDEMNITY**

28. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234–238 of the 2006 Act to the extent relevant, each director and officer of the Company shall be indemnified out of the Company's assets against all liabilities incurred by him to a person other than the Company or an associated company in connection with the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a director which is mentioned in Section 243(3) of the 2006 Act.
29. To the extent permitted by the Companies Acts (and in accordance with Section 233 of the 2006 Act in the case of directors), the Company may buy and maintain insurance against any liability falling upon its directors and other officers and auditors.