

BLenheim CHAMBERS (178) LIMITED
("The Company")

Company Number: 4789632

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolutions as Special Resolutions of the Company and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

THAT the Articles of Association of the Company be amended in the manner following that is to say:

- (a) By inserting a new number 10 headed **"FOOTBALL ASSOCIATION PROVISIONS"** to read as follows:
- (A) The Members and Directors of the Company shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Company are carried out in accordance with the rules and Regulations of The Football Association Limited for the time being in force.
 - (B) No proposed alteration to the provisions set out in these Articles 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 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.
- (b) By inserting a new number 11 headed **"WINDING-UP PROVISIONS"** to read as follows:
- (i) On the winding-up of the Company the surplus assets shall be applied, first, in repaying the Members the amount paid on their shares respectively. If such assets are 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. No Member shall be entitled to have any call upon other Members for the purpose of adjusting the Members' rights; but where any call has been made and has been paid by some of the Members such call be enforced



against the remaining Members for the purpose of adjusting the rights of the Members between themselves.

- (ii) If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid upon their shares, the balance shall be given by the Members of the Club, at or before the time of dissolution as they shall direct, to The Football Association Benevolent Fund, or to some Club or Institute in the City of Nottingham having objects similar to those set out in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said City of Nottingham.
- (iii) In default of any such decision or apportionment by the Members of the Club, 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.
- (iv) Alternatively such balance may be disposed of in such other manner as the Members of the Club with the consent with of the Council of The Association, as then existing, shall determine.

THAT the authorised share capital of the Company be increased to £500,000 by creating an additional 499,900 Ordinary Shares of £1.00 each.

THAT the Directors be and are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the Directors may, notwithstanding such expiry, 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 before the expiry of this authority.

Dated

3rd October
2003

Peter Joyce
Peter Joyce