



FILE COPY

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

Company No. 6614473

The Registrar of Companies for England and Wales hereby certifies that

**SHREWSBURY TOWN FC COMMUNITY SPORTS
TRUST**

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

Given at Companies House on **9th June 2008**



N06614473I



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

304659 20

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

SHREWSBURY TOWN FC COMMUNITY SPORTS TRUST

THURSDAY



A39 *AYZAU0BM* 05/06/2008 200
COMPANIES HOUSE

COMPANY NAME

- 1 The Company's name is Shrewsbury Town FC Community Sports Trust (and in this document it is called "**the Charity**")

REGISTERED OFFICE

- 2 The Charity's registered office is to be situated in England

OBJECTS

- 3 The Charity's objects ("**the Objects**") are for the benefit of the public generally and, in particular, the inhabitants of Shropshire and its surrounding areas -
- 3 1 to promote community participation in healthy recreation by providing facilities for the playing of association football and other sports capable of improving health ("**facilities**" in this clause 3 means land, buildings, equipment and organising sporting activities),
- 3 2 to provide and assist in providing facilities for sport, recreation or other leisure time occupation of such persons who have need for such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving their conditions of life, and
- 3 3 to advance the education of children and young people through such means as the trustees think fit in accordance with the law of charity

EXERCISE OF POWERS

- 4 In furtherance of the Objects but not otherwise the Charity may exercise the following powers -
- 4 1 to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity,
- 4 2 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations,
- 4 3 to purchase acquire alter improve and (subject to such consents as may be required by law) to sell charge or otherwise dispose of property,
- 4 4 subject to clause 5 below to employ such staff who shall not be directors of the Charity (hereinafter referred to as "**the trustees**") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants,

- 4 5 to establish or support any charitable trusts associations or institutions formed for all or any of the Objects,
- 4 6 to acquire, merge, collaborate or co-operate with other charities or voluntary bodies operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them,
- 4 7 to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity and the maintenance of a policy of trustee indemnity insurance (as the trustees may require from time to time),
- 4 8 to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity and the trustees when required including (but not restricted to)
 - 4 8 1 the provision of indemnity insurance to cover the liability of the trustees
 - 4 8 1 1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Charity,
 - 4 8 1 2 to make contributions to the assets of the Charity in accordance with the provisions of section 214 of the Insolvency Act 1986
 - 4 8 2 Any such insurance in the case of 4 8 1 1 above shall not extend to
 - 4 8 2 1 any liability resulting from conduct which the trustees knew, or must be assumed to have known, was not in the best interests of the Charity, or which the trustees did not care whether it was in the best interests of the Charity or not,
 - 4 8 2 2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the trustees,
 - 4 8 2 3 any liability to pay a fine
 - 4 8 3 Any insurance in the case of 4 8 1 2 shall not extend to any liability to make such a contribution where the basis of the trustee's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation
- 4 9 to establish or acquire subsidiary companies to assist or act as agents for the Charity,
- 4 10 to borrow money subject always to and in accordance with the Trustee Act 2000 and the Charities Act 1993 or any any statutory modification or re-enactment thereof,
- 4 11 to apply the capital or income of the Charity -
 - 4 11 1 to make loans (either free of interest or at such rate(s) of interest and on such terms as the trustees shall at their sole discretion decide) of such amount as the trustees may determine in each case to any person(s), association, club, company or other organisation in the territory specified in clause 3 above for the purpose of establishing, improving or developing their chosen sport, club, league or other association, and
 - 4 11 2 to make grants, prizes, awards, scholarships or bursaries to such person(s), association, club, company or other organisation in furtherance of the Charity's Objects as the trustees shall at their sole discretion decide for the purpose of

establishing, improving or developing their chosen sport, club, league or other association,

4 12 to do all such other lawful things as are necessary for the achievement of the Objects

INCOME AND EXPENDITURE

5 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity -

5 1 of reasonable and proper remuneration for any services rendered to the Charity by any person employed in that capacity by the Charity who is not a trustee,

5 2 of fees remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company,

5 3 to any trustee of reasonable out-of-pocket expenses,

5 4 of the usual professional charges for business done or services rendered to the Charity by any trustee who is a solicitor accountant consultant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf. Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion

LIABILITY OF MEMBERS

6 The liability of the members is limited

WINDING UP

7 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves

RESIDUAL ASSETS

8 If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object


We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association


Name and address
of Subscriber

Signatory's Signature
Name and Occupation

Witness Signature
Name address &
Occupation

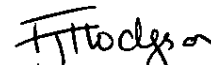
Bickerton
Robert Birchall
Alley House
Rushton Spencer
Staffordshire
SK11 0SG

Bickerton
Robert Birchall
Company Director


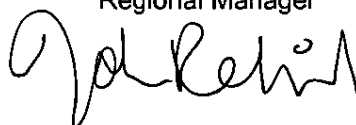

FIONA HODGSON
FLAT 1, BOWDLER HOUSE,
TOWN WALLS
SHREWSBURY, SY11 1TP
HEAD OF CENTRAL SUPPORT SERVICES

Michael David Parry
19 Westwood Drive
The Mount
Shrewsbury
SY3 8YB

Michael David Parry
Accountant/Company Secretary



FIONA HODGSON
FLAT 1 BOWDLER HOUSE
TOWN WALLS
SHREWSBURY, SY11 1TP
HEAD OF CENTRAL SUPPORT SERVICES.
WITNESS TO ALL SIGNATURES

John Relish
84 Cae Perllan Road
Newport
Gwent
NP20 3FU

John Relish
Regional Manager


All dated

03 June

2008

THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
SHREWSBURY TOWN FC COMMUNITY SPORTS TRUST

INTERPRETATION

1 In these articles

"the Charity" means the company intended to be regulated by these articles,

"the Act" means the Companies Act 1985 (as amended) including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity,

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"executed" includes any mode of execution,

"the Memorandum" means the memorandum of association of the Charity,

"office" means the registered office of the Charity,

"the seal" means the common Seal of the Charity if it has one,

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary,

"the trustees" means the directors of the Charity (and **"trustee"** has a corresponding meaning),

"the United Kingdom" means Great Britain and Northern Ireland, and

words importing the masculine gender only shall include the feminine and neuter gender

Subject as aforesaid, words or expressions contained in these Articles shall unless the context requires otherwise bear the same meaning as in the Act

MEMBERS

2 1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees

2 2 Unless the trustees or the Charity in general meeting shall make other provision under Article 64 the trustees may in their absolute discretion permit any member of the Charity to retire provided that after such retirement the number of members is not less than two

GENERAL MEETINGS

- 3 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next. Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4 The trustees may call general meetings and on the requisition of members pursuant to the provisions of the Act shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting any trustee or any member of the Charity may call a general meeting.

NOTICE OF GENERAL MEETINGS

- 5 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an ordinary resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -

5.1 in the case of an annual general meeting by all the members entitled to attend and vote, and

5.2 in the case of any other meeting by a majority in number of members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

- 6 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 7 No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted each being a member or a duly authorised representative of a member organisation or one tenth of the total number of such persons for the time being whichever is the greater shall constitute a quorum.
- 8 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place as the trustees may determine.
- 9 The chairman (if any) of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the trustees present shall elect one of their number to be chairman and if there is only one trustee present and willing to act he shall be chairman.
- 10 If no trustee is willing to act as chairman or if no trustee is present within fifteen minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose one of their number to be chairman.
- 11 A trustee shall notwithstanding that he is not a member be entitled to attend and speak at any general meeting.

- 12 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 13 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded -
 - 13.1 by the chairman, or
 - 13.2 by at least two members having the right to vote at the meeting, or
 - 13.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 14 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 15 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 16 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 17 In the case of an equality of votes whether on show of hands or on a poll the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 18 A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business or other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- 19 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

- 20 Subject to Article 17 every member shall have one vote.
- 21 No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
- 22 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 23 A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office.

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

- 24 Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity

TRUSTEES

- 25 The number of trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 26 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act who shall be deemed to have been appointed under the Articles. Future trustees shall be appointed as provided subsequently in the Articles

POWER OF TRUSTEES

- 27 Subject to the provisions of the Act the Memorandum and the Articles and to any directions given by special resolution the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the trustees by the Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees
- 28 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the trustees shall have the following powers namely -
- 28 1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity,
- 28 2 to enter into contracts on behalf of the Charity

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 29 At the first annual general meeting all the trustees shall retire from office and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or if their number is not three or a multiple of three the number nearest to one third shall retire from office, but if there is only one trustee who is subject to retirement by rotation he shall retire
- 30 Subject to the provisions of the Act the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 31 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall (if willing to act) be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost
- 32 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless -
- 32 1 he is recommended by the trustees, or

- 32 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed
- 33 No person may be appointed as a trustee -
- 33 1 unless he has attained the age of 18 years, or
- 33 2 in circumstances such that (had he already been a trustee) he would have been disqualified from acting under the provisions of Article 38
- 34 Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Charity's register of trustees
- 35 Subject as aforesaid the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire
- 36 The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee
- 37 Subject as aforesaid a trustee who retires at an annual general meeting may (if willing to act) be reappointed

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 38 A trustee shall cease to hold office if he
- 38 1 ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 38 2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- 38 3 resigns from his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect), or
- 38 4 is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated

TRUSTEES' EXPENSES

- 39 The trustees may be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meeting of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration

TRUSTEES' APPOINTMENTS

- 40 Subject to the provisions of the Act and to Clause 5 of the Memorandum the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such

terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.

- 41 Except to the extent permitted by clause 5 of the Memorandum no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

PROCEEDINGS OF TRUSTEES

- 42 Subject to the provisions of the Articles, the trustees may regulate their proceedings as they think fit. A trustee may and the secretary at the request of a trustee shall call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.
- 43 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than two trustees. A meeting of the trustees at which business is to be transacted may consist of a conference between trustees who are not all in one place, but of whom each is able (whether directly or by telephonic communication or by video conference, an internet video facility or similar electronic method allowing simultaneous visual and/or audio participation) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles shall be construed accordingly.
- 44 The trustees may act notwithstanding any vacancies in their number but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 45 The trustees may appoint one of their number to be chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so the trustee so appointed shall preside at every meeting of trustees at which he is present. But if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting the trustees present may appoint one of their number to be chairman of the meeting.

CONFLICTS OF INTEREST

- 46 A trustee must absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest whether arising under clause 5.4 of the Memorandum of Association or otherwise).
- 47 Subject to Article 46, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee -
- 47.1 who was disqualified from holding office,
- 47.2 who had previously retired or who had been obliged by the constitution to vacate office,
- 47.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without -
- 47.3.1 the vote of that trustee, and
- 47.3.2 that trustee being counted in the quorum,
- the decision has been made by a majority of the trustees at a quorate meeting.
- 48 Article 47 does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for Article 47 the resolution would have been void, or if the trustee has not complied with article 47.

COMMITTEES OF TRUSTEES

- 49 The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees
- 50 All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote
- 51 A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the trustees
- 52 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least one trustee and countersigned by another trustee or any other duly authorised signatory appointed by the trustees from time to time for the purposes of this Article 52

SECRETARY

- 53 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

MINUTES

- 54 The trustees shall keep minutes in books kept for the purpose -
- 54 1 of all appointments of officers made by the trustees, and
- 54 2 of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

THE SEAL

- 55 The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee

ACCOUNTS

- 56 Accounts shall be prepared in accordance with the provisions of Part VII of the Act

ANNUAL REPORT

- 57 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners

ANNUAL RETURN

- 58 The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners

NOTICES

- 59 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing
- 60 The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Charity
- 61 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and (where necessary) of the purposes for which it was called
- 62 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

- 63 Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity

RULES

- 64 1 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate
- 64 1 1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by members,
 - 64 1 2 the conduct of members of the Charity in relation to one another and to the Charity's servants,
 - 64 1 3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - 64 1 4 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the Articles,
 - 64 1 5 generally all such matters as are commonly the subject matter of the company rules
- 64 2 The Charity in general meeting shall have power to alter add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of the members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity

Provided that no rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or the Articles

WINDING UP

- 65 1 The Charity may be wound up voluntarily at the Annual General Meeting or an Extraordinary General Meeting (EGM) subject to the passing of a special resolution requiring the approval of not less than seventy five per cent (75%) of the members present and entitled to vote
- 65 2 In the event of the winding up of the Charity in accordance with Article 65 1 above the trustees, after settlement of all financial obligations, shall distribute the proceeds of the Charity's residual assets in accordance with clause 8 of the Charity's Memorandum of Association

**Name and Address
of Subscriber**

**Signatory's Signature
Name and Occupation**

**Witness Signature
Name Address and
Occupation**

Bickerton
Robert Bircheron
Alley House
Rushton Spencer
Staffordshire
SK11 0SG

Bickerton
Robert Bircheron
Company Director



Fjttdgson
FIONA HODGSON
FLAT 1, BOWDLER HOUSE
TOWN WALLS
SHREWSBURY, SY1 1TP
HEAD OF CENTRAL SUPPORT SERVICES.

Michael David Parry
19 Westwood Drive
The Mount
Shrewsbury
SY3 8YB

Michael David Parry
Accountant/Company Secretary



Fjttdgson
FIONA HODGSON
FLAT 1 BOWDLER HOUSE
TOWN WALLS
SHREWSBURY
SY1 1TP
HEAD OF CENTRAL SUPPORT SERVICES
WITNESS TO ALL SIGNATURES

John Relish
84 Cae Perllan Road
Newport
Gwent
NP20 3FU

John Relish
Regional Manager



All dated

03 June

2008



30(5)(a)

Please complete in typescript,
or in bold black capitals

CHFP010

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

SHREWSBURY TOWN FC COMMUNITY SPORTS TRUST

I, JOHN RICHARD DEVINE

of WATSON BURTON LLP, 1 ST JAMES GATE, NEWCASTLE, NE99 1YQ

† Please delete as appropriate

a † [~~Solicitor engaged in the formation of the company~~][~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~] do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985

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

John Devine

Declared at

LEWIS STREET, LEWIS STREET, NEWCASTLE UPON TYNE, NE13XX

Day Month Year

on

03 06 2008

● Please print name

before me ●

RICHARD WILK

Signed

R. Wilk

Date

03 06 2008

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

REF CT

WATSON BURTON LLP, 1 ST JAMES GATE, NEWCASTLE UPON TYNE

NE99 1YQ

Tel 0191 244 4211

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 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



10

Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

SHREWSBURY TOWN FC COMMUNITY SPORTS TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE STADIUM

OTELEY ROAD

Post town

SHREWSBURY

County / Region

Postcode

SY2 6ST

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

X

Agent's Name

JOHN RICHARD DEVINE

Address

WATSON BURTON LLP

1 ST JAMES GATE

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE99 1YQ

Number of continuation sheets attached

1

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

REF: CT

WATSON BURTON LLP, 1 ST JAMES GATE, NEWCASTLE UPON
TYNE, TYNE & WEAR, NE99 1YQ

DX number

Tel 0191 244 4221

DX exchange

Companies House receipt date barcode

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

Companies House, Crown Way, Cardiff, CF14 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
or LP - 4 Edinburgh 2

Company Secretary (see notes 1-5)

Company name

SHREWSBURY TOWN FC COMMUNITY SPORTS TRUST

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

WB COMPANY SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

Address ††

1 ST JAMES GATE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

NEWCASTLE UPON TYNE

County / Region

TYNE & WEAR

Postcode

NE99 1YQ

Country

ENGLAND

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

Consent signature

Date

03/06/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

Forename(s)

ROBERT VICTOR

Surname

BICKERTON

Previous forename(s)

Previous surname(s)

Address ††

ALLEY HOUSE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

RUSTON SPENCER

County / Region

STAFFORDSHIRE

Postcode

SK11 0SG

Country

ENGLAND

Date of birth

Day Month Year

0

1

0

3

1

9

5

9

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

RAMY DEVELOPMENTS LIMITED, SHREWSBURY TOWN FOOTBALL CLUB PLC

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

Consent signature

Date

03/06/2008

(see notes 1-5)

NAME *Style / Title

*Honours etc

Forename(s)

MICHAEL DAVID

Surname

PARRY

Previous forename(s)

Previous surname(s)

Address **††**

19 WESTWOOD DRIVE

Post town

SHREWSBURY

County / Region

Postcode	SY3 8YB
----------	---------

Country

ENGLAND

Day Month Year

Date of birth

1	7	1	1	1	9	4	8
---	---	---	---	---	---	---	---

Nationality BRITISH

Business occupation

ACCOUNTANT/COMPANY SECRETARY

Other directorships

NONE

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

Consent signature

Date 03/06/2008

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

John Deere

Date _____

03/06/2008

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date

Signed

Date _____

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

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

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Address

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