



FILE COPY

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

Company Number **9915742**

The Registrar of Companies for England and Wales, hereby certifies that

BRUFC SUPPORTERS GROUP LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales

Given at Companies House on **14th December 2015**



N09915742O



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

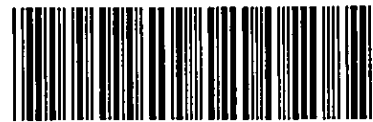
002340/40
IN01

Application to register a company



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.



A07 *A4LY4WU3* #80
10/12/2015
COMPANIES HOUSE
A05 *A4L0NO2X* #182
26/11/2015
COMPANIES HOUSE
A4J3EGB9
A14 30/10/2015 #147
COMPANIES HOUSE

☒ **What this form is for**
You may use this form to register a
private or public company

☒ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership.
If you wish to register this, please use form LL IN01

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option:

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ●

BRUFC SUPPORTERS GROUP LIMITED

For official use

99115742

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

● Duplicate names
Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.gov.uk/companieshouse

A2 Company name restrictions ●

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

● Company name restrictions
A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ●

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

● Name ending exemption
Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website:
www.gov.uk/companieshouse

A4 Company type ●

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☒ Private limited by shares
☐ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

● Company type
If you are unsure of your company's
type, please go to our website:
www.gov.uk/companieshouse

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Application to register a company

A5

Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

Registered office address

Please give the registered office address of your company.

Building name/number THE CLUBHOUSE
Street BECKERS GREEN ROAD
Post town BRAINTREE
County/Region ESSEX
Postcode C M 7 3 P R

Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

Articles of association

Please choose one option only and tick one box only.

- Option 1 I wish to adopt one of the following model articles in its entirety. Please tick only one box.
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.
☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company
- Option 3 ☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

For details of which company type can adopt which model articles, please go to our website www.gov.uk/companieshouse

A8

Restricted company articles

Please tick the box below if the company's articles are restricted.

☐

Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1

Secretary appointments ●

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ●	

● Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

● Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2

Secretary's service address ●

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

● Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments	
Please use this section to list all the corporate secretary appointments taken on formation.		Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.
Name of corporate body/firm		Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companyhouse This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered		
Registration number		
C4	Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered		
Registration number		

IN01

Application to register a company

Director

D1

Director appointments ^①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	BARRIE STUART
Surname	WINWOOD
Former name(s) ^②	
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Month/year of birth ^④	X X 1 0 1 9 5 0
Business occupation (if any) ^⑤	

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ^⑥

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE CLUBHOUSE
Street	BECKERS GREEN ROAD
Post town	BRAINTREE
County/Region	ESSEX
Postcode	C M 7 3 P R
Country	ENGLAND

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director**D1****Director appointments ^①**

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E4.

Title*	MR
Full forename(s)	ADRIAN
Surname	HANSON
Former name(s) ^②	
Country/State of residence ^③	ENGLAND
Nationality	BRITISH
Month/year of birth ^④	X X '0 '7 '1 '9 '5 '8
Business occupation (if any) ^⑤	COMPANY DIRECTOR

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ^⑥**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE CLUBHOUSE
Street	BECKERS GREEN ROAD
Post town	BRAINTREE
County/Region	ESSEX
Postcode	C M 7 3 P R
Country	ENGLAND

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ●		<p>● Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate directors taken on formation.			
Name of corporate body or firm			
Building name/number			
Street			
Post town			
County/Region			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Country			

E2	Location of the registry of the corporate body or firm	
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		

E3	EEA companies ●	<p>● EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse</p> <p>● This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ●		
Registration number		

E4	Non-EEA companies	<p>● Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ●		
If applicable, the registration number		

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
ORDINARY		£1.00	1	£ 1 00
				£
				£
				£
Totals				£ 1.00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

1

Total aggregate
nominal value ③

1 00

③ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.

② Number of shares issued multiplied by
nominal value of each share.

Continuation Pages
Please use a Statement of Capital continuation
page if necessary.

③ Total number of issued shares in this class.

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

ORDINARY

Prescribed particulars
①

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption

② Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share

Prescribed particulars

1

Prescribed particulars of rights attached to shares

The particulars are

- a. particulars of any voting rights, including rights that arise only in certain circumstances,
- b. particulars of any rights, as respects dividends, to participate in a distribution,
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name BRAINTREE RUGBY UNION FOOTBALL CLUB LIMITED	ORDINARY	1	£	1.00	1.00	
Address THE CLUBHOUSE BECKERS GREEN ROAD BRAINTREE CM7 3PR						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 6 (Statement of compliance).

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5 Consent to act

H1

Consent statement

Please tick the box to confirm consent.

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 6 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to Section I1 (Statement of compliance delivered by the subscribers)
- Yes Go to Section I2 (Statement of compliance delivered by an agent).

I1

Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

1 Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

IN01

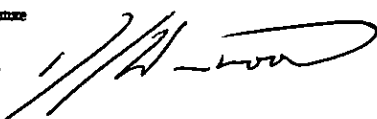
Application to register a company

12**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name **BARRIE WINWOOD****Building name/number** **WHITE COTTAGE****Street** **GREEN LANES****Post town** **WHITE NOTLEY****County/Region** **ESSEX****Postcode** **C M 8 1 R B****Country**

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Agent's signatureSignature**X****X**

IN01

Application to register a company

**Presenter information**

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

Contact name	BARRIE WINWOOD
Company name	
Address	WHITE COTTAGE GREEN LANES
Post town	WHITE NOTLEY
County/Region	ESSEX
Postcode	C M 8 1 R B
Country	ENGLAND
DX	
Telephone	01376323296

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
☐ At the agent's address (Given in Section I2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.

**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
 The Registrar of Companies, Companies House,
 Crown Way, Cardiff, Wales, CF14 3UZ.
 DX 33050 Cardiff.

For companies registered in Scotland:
 The Registrar of Companies, Companies House,
 Fourth floor, Edinburgh Quay 2,
 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
 DX ED235 Edinburgh 1
 or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
 The Registrar of Companies, Companies House,
 Second Floor, The Linenhall, 32-38 Linenhall Street,
 Belfast, Northern Ireland, BT2 8BG.
 DX 481 N.R. Belfast 1

Section 243 exemption
 If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
 The Registrar of Companies, PO Box 4082,
 Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

The Companies Act 2006
Company Limited by Shares

Memorandum
of
BRUFC SUPPORTERS GROUP LIMITED

The Companies Act 2006

COMPANY HAVING A SHARE CAPITAL

Memorandum of Association of BRUFC Supporters Group Limited

The subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

BRAINTREE RUGBY UNION
FOOTBALL CLUB LIMITED,

B.S. Winwood
(B.S. WINWOOD DIRECTOR)
PP BRAINTREE RUGBY UNION
FOOTBALL CLUB LIMITED

Date: 25/11/15

The Companies Act 2006
Company Limited by Shares

Articles of Association
of
BRUFC SUPPORTERS GROUP LIMITED

The Companies Act 2006
Company Limited by Shares

Articles of Association
of
BRUFC SUPPORTERS GROUP LIMITED

Interpretation

1. In these Articles:
 - 1.1 “address” includes any number or address used for the purpose of sending or receiving documents by electronic means;
 - 1.2 “the Articles” means these articles of the company;
 - 1.3 “clear days” in relation to the period of a notice means that 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;
 - 1.4 “the Club” means BRAINTREE RUGBY UNION FOOTBALL CLUB LIMITED, company registration number 06958288.
 - 1.5 “Companies Acts” has the meaning given to it in s.2 of the Companies Act 2006;
 - 1.6 “electronic means” has the meaning given to it in the Companies Act 2006, and
 - 1.7 “Secretary” means the secretary of the company, if any.
 - 1.8 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Acts but excluding any statutory modification thereof not in force when the Articles become binding on the company.
 - 1.9 The model articles for a private company limited by shares shall not apply to and are expressly excluded from the Articles except where they are expressly included.

Objects

2. The object of the company is to carry on business as a general commercial company and supporters’ group to procure profits and gains for the purpose of paying them to the Club.

The company shall pay such profits and gains at such times and after making such retention for the purposes of the company’s continued trade and development as the directors think fit.

Powers

3. To further its objects the company may do all such lawful things as may further the company's objects and in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Sole Member

4. The sole member of the company shall be the Club.

Associate Members

5. The directors may establish such classes of associate membership such as supporter members (including for non-participating members of the Club) and temporary members, with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the directors think fit and may admit and remove such associate members in accordance with such regulations as the directors shall make, provided that:
 - 5.1 no such associate members shall be members or shareholders of the Company for the purposes of the Articles or the Companies Acts,
 - 5.2 the establishment of any such class of associate members, their rights and obligations, including any changes to the same, are approved in advance by the Club; and

Shares

6. Subject to the provisions of the Companies Acts any share may be issued with such rights or restrictions as the company may by ordinary resolution determine. The directors are prohibited from exercising any power to allot shares, grant rights to subscribe for or to convert any security into shares.
7. No share shall be transferred except with the consent of the Club who may in its absolute discretion and without giving any reason decline to register any transfer of any share. In accordance with s.567(1) of the Companies Act 2006, s.561 and s 562 of the Companies Act 2006 shall not apply to an allotment of equity securities (as defined in s 560(1) of the Act) made by the company.

Authorised representatives

8. The company secretary from time to time of the Club or such other person as is from time to time authorised by the Club shall be the duly authorised representative of the Club.

Meetings and company resolutions

9. Decisions of the Club as sole member can be made:
 - 9.1 By passing a written resolution in accordance with the provisions of the Companies Act 2006 which is signed by an authorised representative of the Club; or

- 9.2 By passing a resolution at a members' meeting convened and held in accordance with the provisions of the Companies Act 2006
10. Communications in relation to written resolutions shall be sent to the company's auditors in accordance with the Companies Acts.

Directors

Appointment and removal of directors

11. The directors shall be appointed and may be removed by service on the director and the Secretary of a written notice signed by the Club. There shall be no maximum number of directors and the minimum shall be two
12. The office of a director shall be vacated if:
- 12.1 he or she is removed by the Club in accordance with Article 11; or
- 12.2 he or she ceases to be a director by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a director; or
- 12.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
- 12.4 the directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office; or
- 12.5 he or she resigns his or her office by notice to the company, or
- 12.6 *he or she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his or her office be vacated.*

Powers of directors

13. Subject to the provisions of the Companies Acts and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. *No alteration of the Articles and no such direction shall invalidate any prior act of the directors 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 directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
14. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his or her powers.

Delegation of directors' powers

15. The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any

other executive office such of their powers as they consider desirable to be exercised by him or her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying.

Remuneration of directors

16. The directors shall not be entitled to remuneration in their capacity as a director of the company.

Directors' expenses

17. The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties

Directors' appointments

18. Subject to the provisions of the Companies Acts a director:
- 18.1 may be a director or other officer of, or employed by the Club or any body corporate promoted by the company or in which the company is otherwise interested provided that no director who is also a director of the Club shall be remunerated or receive other benefits in respect of such employment or office unless permitted under the Corporation Taxes Act 2010 Part 13 Chapter 9 or any statutory modification or re-enactment thereof, and
- 18.2 shall not, by reason of his or her office, be accountable to the company for any benefit which he or she derives from any such office or employment and no transaction or arrangement of the company shall be liable to be avoided on the ground of any such benefit provided the directors' conflicts of interest procedure in these Articles have been followed.

Proceedings of directors

- 19 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 20 The quorum for the transaction of the business of the directors may be fixed by the Club as sole member and unless so fixed at any other number shall be two.
21. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of calling a general meeting.
- 22 The directors may appoint one of their number to be the chair of the board of directors and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the director so appointed shall preside at every meeting of directors at which he or she is present. If there is no director holding that office, or if the director holding it is unwilling to

preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chair of the meeting.

23. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director 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 director and had been entitled to vote.
24. The directors may hold meetings by telephone or by using any televisual or other electronic or virtual method agreed by resolution of the directors in which all participants may communicate simultaneously with all other participants.
25. The directors may take a unanimous decision without a directors' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.

Directors' conflicts of interest procedure

26. Subject to Article 27, a director shall not vote at a meeting of directors or of a committee of directors or participate in decision making outside a meeting if he or she has an interest in the matter to be decided which conflicts or may conflict with the interests of the company. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
27. The company may by ordinary resolution authorise a director's conflict of interest either generally or in respect of a particular matter following which provided the interest is not a personal financial interest the director shall be entitled to vote and be counted in the quorum.
28. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested the proposals may be divided and considered in relation to each director separately and provided he or she is not for another reason precluded from voting each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.

Secretary

29. A Secretary may, unless appointed by the Club in accordance with the procedure for appointing directors, be appointed by the directors for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. A Secretary appointed by the Club may be removed only by it following the procedure for removal of directors.
30. The Secretary shall not be remunerated if he or she is a director of the Club unless permitted under the constitution of the Club but shall be entitled to reimbursement of expenses to the same extent that the directors are entitled.

31. If there is no Secretary:

31.1 anything authorised or required to be given or sent to, or served on, the company by being sent to its Secretary may be given or sent to, or served on, the company itself, and if addressed to the Secretary shall be treated as addressed to the company; and

31.2 anything else required or authorised to be done by or to the Secretary of the company may be done by or to a director, or a person authorised generally or specifically in that behalf by the directors.

Minutes

32. The directors shall cause minutes to be made in books kept for the purpose:

32.1 of all appointments of officers made by the directors; and

32.2 of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting;

and the directors shall cause all written resolutions of the Club as sole member and of the directors to be kept in such books.

Accounts

33. Accounts shall be prepared in accordance with the Companies Acts.

Notices

34. Subject to the provisions of the Companies Acts and these Articles, any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the directors need not be in writing

35. The company may give any notice to the Club by sending it by post in a prepaid envelope addressed to the Club at its registered address or by leaving it at that address or by electronic means to an address provided for that purpose.

36. An authorised representative of the Club present in person or by proxy at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

37. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that a document sent by electronic means has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given 48 hours after the envelope containing it was posted or in the case of a notice sent by electronic means 48 hours after the time it was sent.

Winding up

38. If the company is wound up all remaining assets of the company after paying the debts of the company and the costs of winding up shall be paid to the Club

Indemnity

39. Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Liability of members

40. The liability of the Club as sole member is limited to the amount, if any, unpaid on the shares held by it.