

**PLEASE NOTE THAT
DUE TO THE POOR
QUALITY OF THE
FICHE SOME OF THE
FOLLOWING IMAGES
ARE ALSO OF POOR
QUALITY.**

No. 6219.



Certificate of Incorporation.

I hereby Certify, That

The Kilmarnock Football Club Limited

is this day Incorporated under the Companies Acts, 1862 to 1900, and that this Company is **Limited**.

GIVEN under my hand at Edinburgh, this *Twentieth* day of *June*

One Thousand Nine Hundred and *Six*

R. R. R. R. R.
for Registrars of Joint Stock Companies.

"THE COMPANIES ACTS, 1862 to



CONSENT to act as Director of the

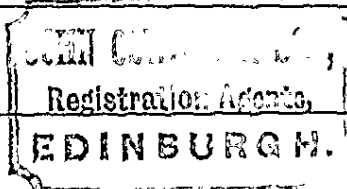
*Kilmarnock Football**Club*

Limited,

to be signed and filed pursuant to S. 2 (1) (i) of the Companies Act, 1900

(63 and 64 Vict. Ch. 48).

Presented for Filing by—



REGISTERED

20 JUN. 1906

No. 14221

[Authorised Form.]



To the Registrar of Joint Stock Companies—

(a) Here insert:
"I" or "We."
(b) Here insert:
"My" or "Our."

(a) *we*, the undersigned, hereby testify (b) *our* consent to

act as directors of the

Kilmarnock

Football Club

Limited,

pursuant to S. 2 (1) (i) of the Companies Act, 1900.

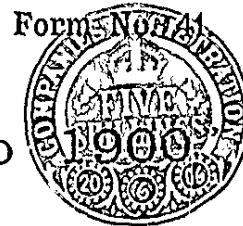
* If a director signs
by "his agent author-
ised in writing," the
authority must be pro-
duced and copy filed.

* Signature.	Address.	Description.
<i>Robt. Duncanson</i>	<i>39, John James St., Kilmarnock,</i>	<i>Cycl. Manufacturer</i>
<i>Alex. Gibson</i>	<i>13 Bouverie Place Kilmarnock</i>	<i>Clay Worker</i>
<i>John Macrae</i>	<i>11 Portland Street Kilmarnock</i>	<i>China Merchant</i>
<i>Jonathan King</i>	<i>The Hon. Kilmarnock</i>	<i>Superintendent</i>
<i>R. B. Russell</i>	<i>Portland St Kilmarnock</i>	<i>Cutler</i>
<i>Charles Smith</i>	<i>howy escaria land Kilmarnock</i>	<i>Reserve Maker</i>
<i>George A. Peel</i>	<i>George A. Peel Kilmarnock</i>	<i>Ass. Super.</i>

Dated this *18th* day of *January* 190*6*

No. of }
Certificate } _____

6214
2
[Price 2d. per Sheet.]



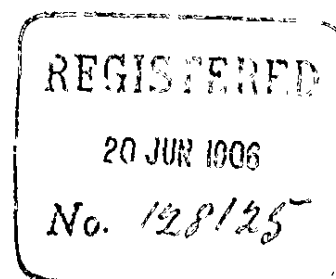
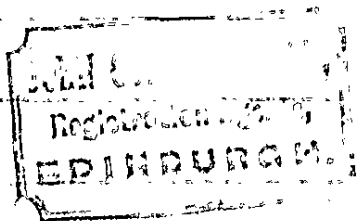
"THE COMPANIES ACTS, 1862 to _____

DECLARATION of compliance with the requisitions of the Companies

Acts, made pursuant to S. 1 (2) of the Companies Act, 1900 (63 and

64 Vict. Ch. 48) on behalf of a Company proposed to be registered as

Presented for Filing by—



[Authorised Form.]

I James Dunbar Ackintosh
of 42 Bank Street Helmarsh
Solicitor

(a) Here insert:
"An enrolled Law-
Agent engaged in
the formation,"

or
"A Director named
in the Articles of
Association,"

or
"the Secretary named
in the Articles of
Association."

Do solemnly and sincerely declare I am ^(a) an enrolled
Law Agent engaged in the
formation

of the Helmarsh Football
Club

Limited, and that all the requisitions of the Companies Acts in respect of
matters precedent to the registration of the said Company and incidental
thereto have been complied with. And I make this solemn Declaration
conscientiously believing the same to be true and by virtue of the
provisions of the "Statutory Declarations Act, 1835."

Declared at Helmarsh
in the County of
Ayr
the 18th day of June
one thousand nine hundred and 1900 before
me,

D. G. Macdonald
Justice of Peace for the County
of Ayr

acknowledged



The Companies Acts, 1862 to 1900.

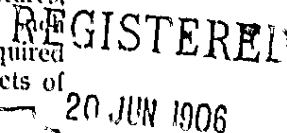
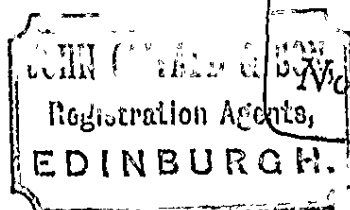
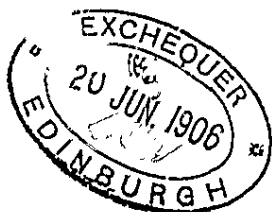
COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

OF THE

KILMARNOCK FOOTBALL CLUB, LTD.

1. The Name of the Company is "THE KILMARNOCK FOOTBALL CLUB, LIMITED."
2. The Registered Office of the Company will be situate in Scotland.
3. The objects for which the Company is established are :
 - (a) To take over the whole property and assets, obligations and liabilities of the Kilmarnock Football Club, and with that object to adopt and carry into effect, with or without such modifications as may be agreed on, an agreement between the Vice-President, and Treasurer and other members of a Special Committee of said Club of the first part, and James Dunbar Mackintosh, Solicitor, Kilmarnock, as Trustee for behoof of a Company to be formed and registered under the name of THE KILMARNOCK FOOTBALL CLUB, LIMITED, of the second part (being this Company), dated the *seventh* day of June, Nineteen Hundred and Six.
 - (b) To promote the practice and play of football, cricket, hockey, lacrosse, lawn tennis, racquets, fives, bowls, cycling, jumping, the physical training and development of the human frame, and other athletic sports, games, and exercises of every description; dancing, concerts, theatrical, and other entertainments and exhibitions; and any other games, pastimes, sports, recreations, amusements, or entertainments, and in connection therewith to carry on the business of printers and publishers, and to buy, exchange, sell, or hire all articles, implements, fixtures, furniture, apparatus, and things used in the playing or practice of such games or pursuits, and any other implements or things used or required by the members of the Company or for the promotion of the objects of the Company.



- (c) To hold, carry on, or arrange for and conduct football, cricket, and other athletic sports, games, matches, competitions, or entertainments; and for that or any other lawful purpose to engage such person or persons as may be deemed necessary or advisable, and to remunerate any person or Company for services rendered to the Company.
- (d) To effect insurance against accidents to the players, also against fire damages or burglary to the buildings or properties of the Company.
- (e) To purchase, lease, or acquire as tenants or otherwise, and lay out and prepare land or other property for any of the purposes of the Company, and also to build and erect such buildings, stands, pavilions, walls, gates, fences, entrances, and other erections as may from time to time be required for the purposes of the Company, and to remove or enlarge or otherwise alter, rebuild, improve, repair, or deal with any such stands, buildings, pavilions, and premises, or any other property of the Company.
- (f) To join in and promote competitions for challenge cups or other similar competitions for the purposes of the Company or for the benefit of charities or other like objects.
- (g) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports and pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (h) To acquire or undertake the whole or any part of the business assets of any person, firm, or company, carrying on any of the businesses or objects which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into any arrangements for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give, or accept by way of consideration for any of the acts or things aforesaid, any shares, debentures, or securities that may be agreed upon, and to hold or retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (i) To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part, similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
- (j) To accept from any member, either voluntarily or on such terms and conditions as shall be agreed on, a surrender or transfer of his shares or any part thereof.
- (k) To acquire and hold by purchase, lease, or otherwise, any lands, buildings, tenements, hereditaments, or premises or property of any other description which may from time to time or at any time be required by the Company to promote the objects of the Company; and to sell, let, exchange, mortgage, improve, develop, alter and repair, lease, underlet, assign, let for hire, and generally to manage or otherwise deal with or dispose of all or any part or parts of the lands, buildings, tenements, hereditaments, and premises or other property, goods, chattels, and effects of the Company, for such interests, and upon and subject to such terms and conditions, and at such rents or other payments, and for such purposes and generally in such manner as the Company shall from time to time think proper.
- (l) To carry on business as club proprietors and in connection therewith to obtain registration under the Licensing (Scotland) Act, 1903, or any other Act dealing with clubs in Scotland, and for that purpose to buy and sell conestibles, cigars, tobacco, wine, spirits, and beverages of all kinds and other articles usually dealt in by similar clubs.
- (m) To apply the funds of the Company to charitable purposes, or in subscriptions to any funds, club, or institution, as may be deemed desirable.

- (n) To permit and allow any person or persons, club, or society, to use and enjoy the said grounds, lands, buildings, tenements, and hereditaments for such purposes and upon such terms and conditions as shall be fixed and determined.
 - (o) To become, if necessary, a member of and subscribe to the Scottish Football Association, the Scottish Football League, and any other Association, League, Alliance, or Competition having objects altogether or in part, similar to those of the Company.
 - (p) To invest the moneys of the Company upon such securities as may from time to time be determined, or in the erection of tenements of dwelling-houses, or shops and dwelling-houses.
 - (q) To sell, feu, improve, manage, develop, lease, bond, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company.
 - (r) To borrow, or raise money, by mortgage or charge of the property, and in particular by the issue of debentures or debenture stock, bonds, acceptances, promissory notes, or other negotiable instruments of the Company, and either with or without the whole or any part of the property or assets of the Company being given as security for such money, and generally in such manner and upon such terms as the Company shall think fit, and to pay off or re-borrow such money and in such manner and upon such terms as may appear fit or expedient.
 - (s) To raise money by subscription, and to grant any rights and privileges to subscribers.
 - (t) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company.
 - (u) To do all such other lawful acts and things as are incidental or conducive to the attainment of the objects or any of them.
4. The liability of the members is limited.

5. The Capital of the Company is £3000, divided into 3000 Ordinary Shares of £1 each, with power to increase or reduce the same, and to issue any part of the original or increased Capital, with such preferences, priorities, rights or privileges, or subject to such restrictions or with rights postponed or deferred, in such manner as the regulations of the Company may from time to time determine.

WE, the several Persons whose Names and Addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.			NO. OF SHARES TAKEN BY EACH SUBSCRIBER.
Robert Dunlop	39 John Finnie St, Kilmarnock	Cycle Manufactures	Two Shares Ordinary.
Alexander Gibson	13 Bouverie Place Kilmarnock	Clay Worker	Two Shares Ordinary
John Humphreys	11 Portland Street Kilmarnock	China Merchant	Two Shares Ordinary
Nathan Nis	11 Cross, Kilmarnock	Surgeon Dentist	Two Shares Ordinary
R B. Russell	Portland St Kilmarnock	Butler	Two Shares Ordinary
Charles Smith	Low Junction of Farnie Kilmarnock	Farmer	Two Shares Ordinary
George A. Bell	11 Kilmarnock Kilmarnock	Master Kilner	Two Shares Ordinary

Dated this 8th day of June 1906.

Witness to the signing herof by all the above parties.

Alexander Wilson.
42 Bank Street.
Kilmarnock.
Law Clerk



The Companies Acts, 1862 to 1900.

ARTICLES OF ASSOCIATION

OF THE

KILMARNOCK FOOTBALL CLUB, LTD.

1. Subject as hereinafter provided, the regulations contained in the Table marked A in the First Schedule to the Companies Act, 1862 (hereinafter called "Table A") shall apply to this Company.

BUSINESS AND AGREEMENTS.

2. Subject as hereinafter mentioned, the Directors may carry out the objects of the Company whether the whole of the Shares have been subscribed or not, and they may allot the Shares as and when they think proper. The minimum subscription on which the Directors may proceed to allotment is one hundred shares.

3. The Directors shall adopt on behalf of the Company the Agreement dated the *seventh* day of June, Nineteen Hundred and Six, and made between the Vice-President and Treasurer and other members of a Special Committee of the Kilmarnock Football Club, and James Dunbar Mackintosh, Solicitor, Kilmarnock, as Trustee for behoof of a Company to be formed and registered under the name of THE KILMARNOCK FOOTBALL CLUB, LIMITED, mentioned in the Company's Memorandum of Association, and may carry the said Agreement into effect, with full power, nevertheless, from time to time to agree to any modification or alteration of the terms thereof, either before or after the execution thereof.

TRANSFERS OF SHARES.

4. The Directors may refuse to register a transfer of any share on which the Company may have a lien, or in the case of a share not fully paid up where they are not satisfied as to the financial responsibility of the proposed transferee, or in case where they are not satisfied that it is in the true interests of the Company that such transfer should take place, and they need assign no reason.

5. The Company shall have a first and paramount lien upon the share of any member who may be either absolutely or contingently indebted or liable to the Company in any amount or on any account whatsoever, and that whether such member is indebted or liable solely or jointly with any other person or persons, and whether the debt or liability be actually payable or not, and the Directors may, after any such debt or liability has become actually payable by a resolution to that effect, absolutely forfeit the share of any member so indebted or liable to the Company as aforesaid, and may sell, dispose of, and transfer the same and apply the proceeds of such sale in or towards payment or satisfaction of the said debt or liability.

REGISTERED

20 JUN. 1906

No.

INCREASE IN CAPITAL.

6. Clause 26 of Table A shall be modified to the effect that as regards the issue of Preference Shares, such Preference Shares may be issued with a cumulative Preference Dividend not exceeding £5 per cent. for a period not exceeding three years, and the Company shall not issue more Preference Shares than its Subscribed Ordinary Shares. No share shall be sub-divided.

GENERAL MEETINGS.

7. Clause 29 of Table A shall not apply, and the following clause shall be substituted :

The first General Meeting of the Company shall be held within a period of not less than one month nor more than three months from the date at which the Company is entitled to commence business, which shall be called the Statutory Meeting.

8. Clause 30 of Table A shall be struck out and the following clause substituted for it :

Subsequent General Meetings shall be held at such time and place as may be determined by the Directors, but a General Meeting shall be held once at least in every year.

9. Clauses 32, 33 and 34 of Table A shall be struck out and the following clauses substituted for them.

(1) The Directors of the Company shall, on the requisition of the holders of not less than one-tenth of the issued capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene an Extraordinary General Meeting of the Company.

(2) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the Office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists

(3) If the Directors of the Company do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists, or a majority of them in value, may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.

(4) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Directors shall forthwith convene a further Extraordinary General Meeting for the purpose of considering the resolution, and, if thought fit, of confirming it as a special resolution; and, if the Directors do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists, or a majority of them in value, may themselves convene the meeting.

(5) Any meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors.

10. Clause 37 of Table A shall be modified by providing that twenty members present, whether Directors or not, shall form a quorum.

11. Clause 38 of Table A shall be modified by the substitution of "half an hour" for "one hour."

VOTES OF MEMBERS.

12. Clause 44 of Table A shall be struck out, and the following clause substituted for it :

Each shareholder shall have one vote only.

13. Clauses 48, 49, 50, 51, 52, 53, 54, 58, 59, 60, 63, and 68 of Table A shall be struck out and the following clauses substituted :

(a) Votes must be given personally.

DIRECTORS.

(b) The number of Directors may from time to time be altered and fixed by a special resolution of a General Meeting, but until otherwise fixed the Directors shall be nine in number.

(c) The qualification of every Director shall be the holding in his own right of five shares of the Company, but the first Directors, who are all members of the vendor club, shall be sufficiently qualified by their subscription to the Memorandum of Association for the two shares which each of them shall receive as partly paid up to the extent of ten shillings per share under the Agreement of Sale. Any shareholder who was a member of the Kilmarnock Football Club at the incorporation of this Company, shall have a Director's qualification so long as he holds the two shares allotted to him in terms of the agreement of sale.

(d) The Subscribers of the Memorandum of Association shall be the first Directors of the Company.

(e) The first Directors shall retire at the first Annual General Meeting, but shall be eligible for re-election.

(f) At the second Annual General Meeting and every succeeding Annual General Meeting, three of the Directors shall retire from office. The Directors who shall retire at the second and third Annual General Meetings shall be determined by lot unless the Directors agree among themselves. Retiring Directors shall be eligible for re-election.

(g) The remuneration of the Directors shall be fixed by the Shareholders in General Meeting.

14. Without prejudice to the general powers conferred upon the Directors, it is hereby declared that they may from time to time delegate any of their powers (other than the power to make calls) to committees consisting of such members of their Body or of the Company, or partly of the one and partly of the other, as they think fit, and the Directors may partially or entirely delegate to any such committee the management of the Company's undertaking, or any part or parts thereof, upon such terms as the Directors shall think fit, provided always that the Directors may at any time, and from time to time, withdraw such powers at their discretion.

15. In Clause 57 of Table A, the words " If he is concerned in or participates in the profits of any contract with the Company," shall be struck out, and the following rules shall be substituted :

(i) If he cease to be a shareholder in the Company.

(ii.) If he gives the Company notice in writing that he resigns his office.

DIVIDENDS.

16. Clause 72 of Table A shall be modified to the effect that where money is paid up in advance of calls upon the footing that the sum shall carry interest, such money shall not (whilst carrying interest) confer a right to participate in profits; and no larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

17. Clauses 78, 79, 80, 81, and 82 of Table A shall be struck out.

ACCOUNTS.

18. The Directors shall cause true accounts to be kept:

- (1) Of the property of the Company;
- (2) Of the sums of money received or expended by the Company and the matters in respect of which such receipt and expenditure has taken place;
- (3) Of the credits and liabilities of the Company; and
- (4) Of all contracts in writing, entered into by the Directors when, for what purpose, and with whom.

19. The books of account shall be kept at the Registered Office of the Company. The Directors shall, by resolution, determine to what extent and on what conditions the books and accounts of the Company, or any and which of them, shall be open to the inspection of members; and the members shall have only such rights of inspection as are given them by statute or by such resolution as aforesaid.

20. A Balance Sheet shall be made out once in every year and laid before the Company at the Ordinary General Meeting, and such Balance Sheet shall be made up to a date not more than three months before such meeting, and shall contain a summary of the property and liabilities of the Company. A copy of such Balance Sheet shall, seven days before the meeting to which it is to be submitted, be transmitted by post to each of the Registered Shareholders of the Company.

THE KILMARNOCK FOOTBALL CLUB. LIMITED.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

Robert Dunlop	39 John Fernie St. Kilmarnock	Book Manufacturer.
Alex Gilson	13 Bouverie Place Kilmarnock	Worker
John Greenway	11 North St. Kilmarnock	China Merchant
William King	The Prov. Bank	Dental
R B. Russell	Portland St Kilmarnock	Cutler
Charles Smith	Lawrence St. Kilmarnock	Printer
George A. Rae	George St Kilmarnock	Wholesale

Dated this 5th day of June 1906.

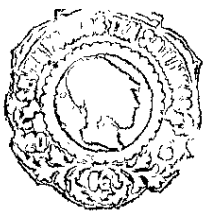
Witness to the signing hereof by all the above parties.

Alexander. Neilson.

42 Bank Street.

Kilmarnock.

Law Clerk.



The NOMINAL CAPITAL of the

Kilmarnock Tobacco

Club

Company, Limited.

is £ *3000*

, divided into

3000

shares of £ *1*

each.

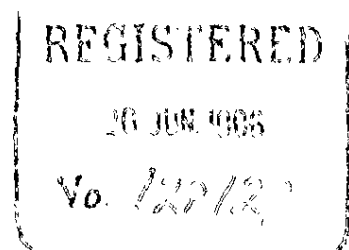
Signature

John Oswald Brown
Registration Agents
Edinburgh

Description

Date

18th June 1906



The Kilmarnoch Football Club COMPANY, LIMITED.

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55
Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act,
1899). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100
or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,
when the Company is registered.

Presented for registration by

