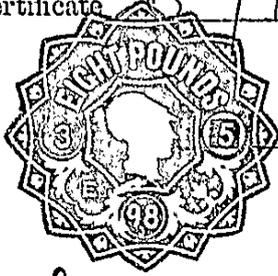


57186



The Tottenham Hotspur Football and

Athletic

COMPANY LIMITED.

23004

2 MAY 1898

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55 Act., cap. 39, Stamp Act, 1891. (NOTE.—The Stamp Duty on the Nominal Capital is 10 Shillings for every £100 or fraction of £100.)

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

Presented for registration by

Arthur Johnson

Solicitor

St. Georges House

Cartcheap Rd.



The NOMINAL CAPITAL of the Tottenham Hotspur

Football and Athletic Company, Limited,

is £ 8000 , divided into 8000 shares of £1 each

each.

Signature Francis Edward Pettell

Description S. aty

Date 2nd May 1898



THE COMPANIES ACTS 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Memorandum of Association

OF THE

TOTTENHAM HOTSPUR FOOTBALL AND ATHLETIC COMPANY, LIMITED.

REC. 23005
2 MAY 1898

1. The name of the Company is "THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (a) To take over the Assets and Liabilities of the unregistered Association or Club, now known as the Tottenham Hotspur Football Club.
 - (b) To carry on the business of a Football and Athletic Club in all the branches thereof, and to promote the practice and play of Football, Cricket, Lacrosse, Lawn Tennis, Hockey, Polo, Bowls, Bicycle and Tricycle Riding, Running, Jumping, the physical training and development of the human frame, and other athletic sports, games, and exercises of every description, and any other games, pastimes, sports, recreation, amusements or entertainments, and to buy, sell, exchange, 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 therefor, or for the promotion of the objects of the Company, including prizes to be given in any competition or competitions promoted by the Company, and for that purpose to establish, engage, and maintain teams of football and other players, whether composed of amateur or professional players, or partly of one and partly of the other.
 - (c) To arrange for, hold, and conduct, Football Matches and Athletic Sports, Military Tournaments, Agricultural, Horse, and Flower, Shows.
 - (d) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded towards, or as prizes or otherwise in connection with any such matters at aforesaid, on such terms as may be prescribed.

DAMAGED DOCUMENT

REGISTRATION OFFICE
2 MAY 1898

- (e) To join in and promote the competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (f) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (g) To co-operate and join with any person or persons, club, company, or association, having the same or like objects in any manner, and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (h) To acquire or undertake the whole or any part of the business and 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 and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (i) To purchase, take on lease or in exchange, hire, or otherwise acquire land and hold a ground or grounds, or any other real or personal estate necessary or convenient for the objects of the Company.
- (j) To construct, fit up, and maintain any buildings, pavilions, or stands upon any ground or grounds of the Company, to fix and enforce a scale of charges for admission thereto, and to such ground or grounds, and generally to manage the same as may be required for the objects and benefit of the Company.
- (k) To adopt, lay out, and prepare, enclose, level, drain, and form approaches, and make and construct roads to and from any buildings, land or ground of the Company.
- (l) To become a member of and subscribe to the Football Association, the Football League, or any other alliance, league, or association having objects altogether, or in part, similar to those of the Company.
- (m) To effect insurance against accidents on behalf of and for the benefit of the players of the Company with some properly incorporated insurance company, and also to set apart any match or other meeting or entertainment, or the profits or portion of the profits arising from any match, meeting, or entertainment, for the benefit of any charity or charitable institution, or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons whether a player or not, as the Directors may from time to time determine, and also to recompense any player who shall receive injury while engaged in playing football for the Company, or in or about the business or engagements of the Company, or in case of the decease of any player owing to such injury; to recompense any person or persons whom the Directors shall consider has or have suffered pecuniary loss by his death, and also (out of the balance of profits for any year after payment of a dividend of at least 5 per cent.) to give to any charitable institution or for any charitable purpose such amount or amounts as shall be determined upon by resolution of a general meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.

- (n) To pay dividends upon the amount of subscribed capital of not more than the maximum dividend allowed from time to time by the Football Association.
- (o) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (p) To borrow and raise money by mortgage or charge of the undertaking and all or any part of the property of the Company, present or future, and all or any of the uncalled or unissued capital for the time being of the Company, and in particular by the issue of debentures or debenture stock of any description, 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 in such manner and upon such terms as may appear fit or expedient.
- (q) To sell, improve, manage, develop, lease, dispose of, or otherwise deal with all or any part of the property of the Company.
- (r) To permit and allow any person or persons, club, or society to use and enjoy the said grounds, lands, buildings, pavilions, and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (s) To employ amateur football players, cricketers, and other athletes, and to hire, employ, and pay professional football players, cricketers and other professional athletes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate-money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.
- (t) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares, debentures, or securities of the Company, and to remunerate any person rendering services to the Company.
- (u) To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects, or any of them.

4. The liability of ~~the~~ Members is limited.

5. The capital of the Company is £8,000, divided into 8,000 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 Company in general meeting may determine

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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 to our respective names.

Name, Addresses, and Description of Subscribers.	Number of Shares taken by each Subscriber.
Ralph Bullock 172 High Rd. So Tottenham <i>Felix House, High Road</i>	One
Charles and Robert Lower Tottenham Brewers Engineer	one
Dworskie, Geo Chas 83 Fulham R. West Kensington <i>Walthamstow</i>	one
John Nixon 20 Avilonghly Park Road Tottenham	one
Boston Frederik Cadman Unit Tottenham <i>62 Church Street</i>	one
Louise Ramonson Rate Collector	
William Nasson, 8 th Aubryns, Palmerton Isments <i>Palmer's Green N</i>	one
Stockbrokers Manager	
Frederick William Desoer <i>6 Railway Approach Lower Camerton</i>	one
Gun Works Maker	

Dated the 25 day of April, 1898.

Witness to all the above Signatures,

Robert Buckle
White Hart Lane
Tottenham
Clerk.



5



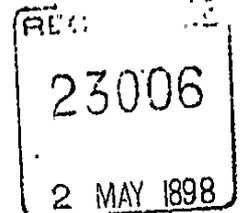
THE COMPANIES' ACTS, 1862 TO 1893.

Articles of Association

OF THE

TOTTENHAM HOTSPUR FOOTBALL AND ATHLETIC

COMPANY, LIMITED.



It is agreed as follows:—

PRELIMINARY.

1. Table "A" in the first Schedule of "The Companies Act 1862" shall not apply to this Company.
2. Subject as hereinafter mentioned, the Directors may carry out the objects of the Company whether the whole of the Shares shall have been subscribed or not, and they may allot the shares as and when they think proper.
3. Each shareholder (no matter what number of shares may be held by him) shall be entitled to receive one season ticket at a reduced rate; such rate to be fixed by the Directors, providing that all calls made in respect of all shares held by such shareholder shall be fully paid up.
4. No larger dividend shall be declared than the maximum dividend allowed from time to time by the Football Association.
5. In the construction of the Memorandum and Articles of Association, unless the contrary is expressed or is to be inferred from the context, words purporting the singular number only shall include the plural number, and the male shall include the female, and *vice versa*.

CAPITAL.

6. The Capital of the Company shall consist of £8,000, divided into 8,000 shares of £1 each.

SHARES.

7. The Directors may from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit provided that three months' notice at least be given of the making of each call, and each member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the Directors.
8. If by the terms of the Prospectus or by the Conditions of Allotment any amount is payable in respect of any shares by instalments, every such instalment shall be payable as if it were a call duly made by the Directors and of which due notice has been given, and all provisions hereof with respect to the payment of calls or to the forfeiture of shares for non-payment of calls shall apply to such instalments and to the shares in respect of which they are payable.



9. A call shall be deemed to be made at the time when the resolution authorising such call was passed.

10. If before or on the day appointed for payment thereof, any member does not pay the amount of any call to which he is liable then such member shall be liable to pay interest for the same at such rate as the Directors may determine from the day appointed for payment thereof to the time of actual payment. No member shall be entitled to any of the privileges arising from the possession of a share so long as a call or any part of a call, or any interest in respect thereof shall be in arrear.

11. Any member shall be at liberty to pay up the whole or any part of the share or shares held by him in advance of any call or calls.

12. Every member shall be entitled to a certificate under the Seal of the Company specifying the shares held by him and the amount paid up thereon, and if such certificate be worn out or lost it may be renewed on payment of one shilling.

13. No share shall be sub-divided, and no shareholder shall be entitled to more than one season ticket as a shareholder.

14. The Company shall not be bound by or recognise, even though having notice thereof, any other right in respect of a share than an absolute right thereto in the registered holder thereof for the time being, and such right in the case of transmission as hereinafter mentioned.

TRANSFER OF SHARES.

15. Shares in the Company shall be transferred in the usual form, or as follows, viz. :—

I, _____ of _____ in consideration of the sum of _____ paid to me by _____ of _____ do hereby transfer to the said _____ the share (or shares) numbered _____ standing in my name in the books of the Tottenham Hotspur Football and Athletic Company Limited, to hold unto the said _____ his executors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution hereof. And I, the said _____ do hereby agree to take the said share (or shares) subject to the said conditions.

As witness our hands and seals the
Signed, sealed and delivered, &c.

day of

18

L. S.

L. S.

16. The Directors may decline to register any transfer of shares made by a member who is indebted to the Company, or in case the transferee shall be a person of whom the Directors do not approve or shall be considered by them objectionable, or the transfer shall be considered as having been made for purposes not conducive to the interests of the Company, and the Directors shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article. Previous to the disposal or transfer of any share or shares in the Company, the proposed transferor shall submit to the Directors notice in writing of the full name, address and description of the proposed transferee for the approval of the Directors.

17. Every deed of transfer duly executed by both the transferor and transferee must be left at the Registered Office of the Company to be registered, accompanied with such evidence as the Directors may reasonably require to prove the title of the transferor, and with a registration fee of one shilling, and thereupon the Company, subject to the powers vested in the Directors by Articles 14 and 16, shall register the transferee as a member, and retain the deed of transfer.

18. In no case shall the Directors be bound to inquire into the validity, authority, legal effect, or genuineness, of any deed of transfer produced by a person claiming as transferee of any share in accordance with these Articles, and whether they abstain from so inquiring or do so inquire and are misled the transferor shall have no claim whatever upon the Company in respect of the share, but only, if at all, upon the transferee.

TRANSMISSION OF SHARES.

19. The executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his share.

20. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon such evidence being produced as may from time to time be required by the Directors, either be registered himself as a member or execute a transfer of the share to his nominee, subject in the case of a share not fully paid up to the approval of the nominee by the Directors. If such person shall elect to have his nominee registered in his stead he shall testify his election by executing to his nominee a transfer of the share and causing such transfer to be sent to the Company, and he shall not be freed from liability in respect of the share until his nominee shall have been registered as the holder thereof.

FORFEITURE OF AND LIEN UPON SHARES.

21. The Company shall have a primary 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 the payment or satisfaction of the said debt or liability.

22. If any member fails to pay any call due on the appointed day the Directors may at any time thereafter during such time as the call remains unpaid serve a notice on him requiring him to pay such call, together with any interest which may have accrued by reason of such non-payment.

23. The notice shall name a further day and place on and at which such call and interest are to be paid. It shall also state that in the event of non-payment at the time and place appointed the share in respect of which such call was made will be liable to be forfeited.

24. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all calls and interest due in respect thereof has been made be forfeited, by a resolution of the Directors to that effect. Notice of the forfeiture shall be forthwith entered on the Register of members.

25. Any share forfeited in either of these manners shall be deemed to be the property of the Company, and may be disposed of in such manner as the Directors may think fit. They shall have power, however, in case they think fit, within one year from the date of forfeiture, to remit such forfeiture on such terms as they shall think fit.

26. Any member whose share has been forfeited shall notwithstanding be liable to pay to the Company all calls and interest owing upon such share at the time of forfeiture without deduction or allowance for the value of the share, and the same may be recovered by action at law.

27. A certificate under the Seal of the Company and signed by two Directors stating that the share therein mentioned has been duly forfeited shall be conclusive evidence of such forfeiture, and such certificate and the receipt of the Company for the price of such share shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to the purchaser, and thereupon he shall be deemed the holder of such share discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase-money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such forfeiture or sale.

REDUCTION OF CAPITAL.

28. The Company may from time to time by special resolution reduce its capital in any manner allowed by law, and may sub-divide or consolidate its shares or any of them.

29. Upon the sub-division of any share into two or more shares of less amount the holder of any one or more of such resulting shares may be given a preference or priority over the holder of the other or others of such resulting shares in respect of the payment of dividends or distribution of surplus assets. But no preference or priority shall thereby be given in regard to the holder of any other share or shares.

30. If and whenever the capital is divided into shares of various classes the rights and privileges of the holders of shares of each class may be varied or modified by any arrangement which is sanctioned on the one hand by a special resolution of the holders of the shares of such class, and on the other hand by a like resolution of the holders of the remaining shares of the Company, each such resolution being passed at a separate meeting of the members entitled to vote thereat. Meetings of the holders of a class of shares shall be subject as far as possible to the same rules and provisions as the meetings of the Company.

INCREASE IN CAPITAL.

31. The members may at any Extraordinary General Meeting convened expressly for such purpose, at which at least two-thirds of the members present shall vote therefor, increase the capital of the Company by the issue of new shares.

32. The new shares shall be issued upon such terms and conditions and with such rights, priorities, or privileges as the Company in General Meeting shall have directed, or if no direction shall have been given, as the Directors shall determine.

33. Any additional capital raised by the creation of such new shares shall be considered as part of the original capital, and shall be subject to the same provisions in all respects, whether with reference to the payment of calls, the forfeiture of shares, or non-payment of calls or otherwise, as if it had been part of the original capital.

BORROWING POWERS.

34. The Company may raise or borrow money for the purposes of its business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the property of the Company (present or future), including its uncalled or unissued capital, and may issue bonds, debentures, or debenture stock, either charged upon the whole or any part of the property of the Company (present or future), or not so charged, but so that the whole amount so borrowed or raised and outstanding at any one time shall not exceed the nominal amount of the subscribed share capital of the Company for the time being.

35. The Directors may exercise the borrowing powers hereinbefore given to the Company, and secure the repayment of the amounts so borrowed or raised in any manner in which the Company might so do. Provided always that the amount so borrowed or raised by the Directors and outstanding shall not exceed the sum of £500 without the sanction of the Company in General Meeting, and in addition to the powers in this Article the Directors may effect such temporary loans as may be required in the ordinary course of business, but not exceeding in amount due and outstanding at any one time the sum of £250 to be secured in such manner as the Directors think fit.

36. If the Directors, or any of them, or any officer of the Company, shall become personally liable for the payment of any sum primarily due from the Company, they may execute, or cause to be executed, any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS.

37. The first General Meeting shall be held within four months of the registration of the Company. One General Meeting of the Company shall be held in the month of June in every year, on such day and at such time and place as the Directors shall determine, and shall be called "an Ordinary General Meeting," and each of all other General Meetings shall be called "an Extraordinary General Meeting." The Directors may whenever they shall think fit, and shall upon receiving a requisition in writing signed by not less than fifty members, convene an Extraordinary General Meeting.

38. Such requisition shall express the objects of the meeting proposed to be called, and shall be served upon the Directors by being left at the Registered Office of the Company, and if they do not proceed to convene the meeting within twenty-one days from the receipt of such requisition the requisitionists may themselves convene the meeting.

39. Seven clear days' notice at the least, specifying the day, time, and place of any meeting, and in case of special business the general nature of such business, shall be given by circular or letter addressed and sent by post or delivered to the members, but the non-receipt of such notice by any member shall not invalidate the proceedings at such meeting.

40. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Ordinary General Meeting, with the exception of the consideration of the accounts, balance sheet, declaration of dividend and the ordinary Report of the Directors, and the election of Directors and Auditors.

41. No business except the declaration of dividend shall be transacted at any General Meeting unless thirty members, whether Directors or not, are present at the time when the meeting proceeds to business.

42. If within half an hour from the time appointed for the meeting the required number of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In every other case it shall stand adjourned till the following day at the same time and place, and if at such adjourned meeting the required number of members is not present, it shall be adjourned *sine die*, and in such case the Directors shall have power to transact the business for which such meeting was called as effectually as the meeting might have done.

43. The Chairman, or if there is no Chairman, or if he shall be absent or decline or neglect to take the chair, the Vice-Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company, and in case of an equality of votes he shall, in addition to his original vote, have a casting vote.

44. If there is no such Chairman or Vice-Chairman, or if at any meeting they shall be absent or decline or neglect to take the chair, the members present shall choose some Director, if one be present, and if not, then one of their own number to be Chairman of such meeting who shall, in case of an equality of votes, have in addition to his original vote a casting vote.

45. The Chairman may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

46. At any meeting, unless a poll is demanded by at least five members present, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Company, shall be sufficient evidence of that fact without proof of the number or other proportion of the votes recorded in favour of or against such resolution.

47. All voting at a General Meeting shall be by show of hands, unless such meeting shall resolve that the same shall be by ballot or otherwise, but the Chairman shall have full power before taking such ballot, or other mode of ascertaining the number voting for or against, to proceed with and finish the other business to be transacted at the meeting.

48. If a poll is demanded as aforesaid, it shall be taken in such manner, and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

VOTES OF MEMBERS.

49. Each member who is the holder of one share shall have one vote, if he is the holder of at least five shares he shall have two votes, and he shall also be entitled to have an additional vote for every ten shares held by him beyond the first five shares. No member shall be entitled to any votes in respect of any shares unless he has been the registered holder thereof for a period of not less than one calendar month. On the taking of any poll as above mentioned, each member shall be entitled to record the full number of votes to which he is respectively entitled under this clause.

50. If two or more persons are jointly entitled to any share, the person whose name stands first in the register of members as one of the holders of such share, and no other person, shall be entitled to vote in respect of the same.

51. Votes must be given personally, and not by proxy.

DIRECTORS.

52. The number of Directors of the Company shall be Five, and the first Directors shall be as follows:—

JOHN OLIVER, "Ellerdene," Rosendale Road, Herne Hill, S.E.
 CHARLES DAVID ROBERTS, M.C.C., Felix House, Tottenham.
 JOHN HOWARD THOMPSON, JUN., 57, Northumberland Park, Tottenham.
 ROBERT BUCKLE, White Cottage, White Hart Lane, Tottenham.
 RALPH BULLOCK, 172, High Road, South Tottenham.

53. The qualification of every Director shall be the holding and retention of 10 shares at the least in the Capital of the Company. A Director may act before acquiring his qualification; but he shall duly acquire same within three months from the date of his election.

54. No Director shall be entitled to receive any remuneration in respect of his office as Director, but any disbursements or travelling expenses properly paid by a Director in the course of his duties shall be refunded to him by the Company.

POWERS OF DIRECTORS.

55. The management of the Company shall be vested in the Directors under such regulations as they shall in their discretion think fit to establish, and they may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not by law or by these articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of these Articles, to the requirements of the law, and to such regulations as may be from time to time prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

56. Subject to the restrictions herein and in the Memorandum of Association contained, the Directors shall have full power of management and control over the conduct and affairs of the Company, and of exercising all powers within the scope of the Memorandum of Association, and also power to do all acts and things which they may consider proper or advantageous for carrying out the objects of the Company, and in particular (but so as not to restrain the preceding generality) they shall have power to do the following things,—

- (a) To take such steps as they think fit to carry into effect an agreement dated the 25th day of March, 1898, and made between John Nixon and George Charles Devonshire (acting on behalf of the Committee and Members of the Tottenham Hotspur Football Club) of the one part and Francis Edward Brettell, as Trustee on behalf of this Company, of the other part, subject to such modifications as they may think expedient.
- (b) To appoint the Bankers and Solicitors of the Company, to engage and determine the duties and salaries of the Secretary or Secretaries, Manager, Professional Players, and servants of the Company, and to remove any of such persons at their discretion, and to elect such persons as they shall approve of to be playing members of the Company upon such terms as they shall think fit.

- (c) To acquire and undertake the whole or any part of the business and 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 arrangement 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 and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (d) To issue season or other tickets admitting the holders thereof to the grounds of the Company upon such terms and at such times and occasions and subject to such regulations as the Directors may determine.
- (e) To use and dispose of, sell, or invest all the property or funds of the Company, and from time to time vary such investments at their discretion.
- (f) To make, alter, and revoke all such rules, bye-laws, and regulations relative to the use of the property of the Company, and to the conduct or holding of the meetings for any of the purposes mentioned in the Memorandum of Association as they may deem fit and proper, provided that such bye-laws are not inconsistent with these Articles or with the Memorandum of Association.
- (g) To exercise all powers and functions relating to the Company not hereby solely conferred upon the General Meetings of the Company.
- (h) To arrange such Football and other matches and Athletic Sports mentioned in the Memorandum of Association, and to make all necessary arrangements for the holding thereof, and to fix and enforce a scale of charges thereto, and generally to carry out the objects of the Company.
- (i) To hire an office for carrying out the objects of the Company.
- (k) To draw upon the Bankers of the Company for any sums necessary for payment and satisfaction of the debts and liabilities of the Company, but all cheques shall be signed by two of the Directors and countersigned by the Secretary.
- (l) To institute, conduct, defend, compromise, and abandon legal proceedings by and against the Company and its officers, and otherwise concerning the affairs of the Company.
- (m) To enter into contracts for the Company, and rescind, alter, and vary the same, and to contract on behalf of the Company as may be necessary in carrying out the objects of the Company.
- (n) To accept compromises of any debts due to the Company, or of any claim or demands of the Company.
- (o) To refer any claims and demands of and against the Company to arbitration, and to perform and observe the awards thereon.
- (p) To borrow any money required for the objects of the Company upon such securities as they may determine upon.
- (q) To make to every Ordinary General Meeting a full and particular report of the affairs of the Company.

- (r) To allot the shares of the Company.
- (s) To make the calls in respect of capital unpaid on shares whatever be the number of shares actually taken up.
- (t) To keep the Register of Members, the Register of Transfers, and the Seal of the Company, and to determine the form of the certificate of the shares.
- (u) To authorise the affixing of the seal of the Company to any document, which shall only be affixed under a resolution of the Board, and such authorisation shall be evidenced by the signatures of at least two Directors to every document whereto the seal may be affixed, and countersigned by the Secretary.

57. Every receipt of the Company, signed by the Secretary or by any two Directors, shall be an effectual discharge for the money therein expressed to be received.

PROCEEDINGS OF DIRECTORS.

58. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of the votes of the Directors present. The quorum of Directors shall be three.

59. The Directors may elect a Chairman or Vice-Chairman, as the case may be, of their meetings, and determine the period for which he is to hold office; but if at any meeting the Chairman or Vice-Chairman be not present at the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a casting vote.

60. The Directors may delegate any of their powers 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. Any Committee so formed shall in the exercise of their powers so delegated conform to any regulations that may be imposed on them by the Directors.

61. A Committee may elect a Chairman of their meetings. If no such Chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be Chairman of such meeting.

62. A Committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of the votes of the members present, and in case of an equality of votes the Chairman, in addition to his original vote, shall give a casting vote.

63. All acts done by any meeting of the Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, be as valid as if such director or person had been duly appointed and was qualified to act.

64. The Directors shall cause minutes to be made in a book provided for that purpose:

- (1) Of the names of the Directors present at each meeting of Directors and Committees;
- (2) Of all appointments of officers made by the Directors;
- (3) Of all orders made by the Directors and Committees;
- (4) Of all cheques drawn by the Directors upon the Bankers of the Company; and

- (5) Of all resolutions and proceedings of the Company and of the Directors and Committees;

And such minutes as aforesaid if signed by any person purporting to be the Chairman of any General Meeting of the Company, or of any meeting of the Directors, or of any Committee, shall be receivable in evidence.

DISQUALIFICATION OF DIRECTORS.

65. The office of a Director shall be vacated if he shall cease to hold a sufficient share qualification in the Company, or if he fails to attend a meeting of the Directors for four consecutive months, except he is prevented by illness or his attendance is excused by the other Directors at their meetings, or if he becomes bankrupt or insolvent and compounds with his creditors, or if he become of unsound mind or be found a lunatic, or if he be convicted of an indictable offence, or if he gives the Company notice in writing that he resigns his office, or if he shall violate any clause in these Articles, or if he contracts with the Company or is concerned in or participates in the profits of any contract with the Company, or participates in the profits of any work done for the Company without declaring his interest at the meeting of the Directors or of any Committee at which such contract is determined on or work ordered if his interest then exists, or in any other case at the first meeting of the Directors or of such Committee, whichever first takes place after the acquisition of his interest, and no Director so interested shall vote at any such meeting on any question relating to such contract or work.

66. The Company in Extraordinary General Meeting may remove any Director before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.

67. The continuing Directors may act notwithstanding any vacancy in their body.

ROTATION OF DIRECTORS.

68. At the Second Ordinary General Meeting to be held in the year 1900 and in every subsequent year one half of the Directors, or if their number is not a multiple of two then the number nearest to but not exceeding one half, shall retire from office but shall be eligible for re-election.

69. The Directors first to retire shall (unless such Directors shall agree between themselves) be determined by lot.

70. After their first term of office shall have expired the Directors to retire shall be those who have been longest in office. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.

71. A retiring Director shall be eligible for re-election.

72. Any casual vacancy occurring on the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred.

73. If at any meeting at which an election of Directors ought to take place the places of the vacating Directors are not filled up, the vacating Directors, or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled up.

THE SEAL.

74. The Directors shall forthwith procure a Common Seal to be made for the Company, and shall as soon as the same is received provide for the safe custody thereof. The Seal shall never be affixed to any document except by the authority of the Board of Directors and in the presence of at least two Directors, who shall affix their signatures to every document so sealed, and shall be countersigned by the Secretary.

75. The Directors may from time to time cause to be broken up the Common Seal or any official Seal or Seals of the Company, and may renew the same or cause any other seal or seals to be substituted therefor.

DIVIDENDS.

76. No dividend shall be payable except out of the profits arising from the business of the Company.

77. The Directors shall lay before the Company in General Meeting a recommendation as to the amount which they consider ought to be paid by way of dividend, which shall not exceed the maximum dividend allowed from time to time by the Football Association, and the Company shall declare the dividend to be paid, but such dividend shall not exceed the amount recommended by the Directors.

78. Subject to the rights of the holders of any shares entitled to any priority, preference, or special privilege, the nett profits of the Company recommended by the Directors for dividend shall be divisible by way of dividend among the members of the Company in proportion to the amount paid up by them respectively on their shares.

79. The Directors may deduct from the dividends payable to any member all such sums of money as may be due from him to the Company on account of calls or otherwise.

80. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned, and all dividends unclaimed for three years after having been declared may be forfeited by the Directors for the benefit of the Company.

81. No dividend shall bear interest as against the Company.

82. The Company may transmit any dividend or bonus payable in respect of any share by ordinary post to the registered address of the holder of such share (unless he shall have given written instructions to the contrary), and shall not be responsible for any loss arising therefrom.

ACCOUNTS.

83. The Directors shall cause true accounts to be kept—

- (1) Of the property of the Company;
- (2) Of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes 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.

84. 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 of them shall be open to the inspection of members, and the members shall have only such rights of inspection as are given to them by statute or by such resolution as aforesaid. Provided always that the Company in General Meeting shall have a right to inspect and make extracts from any books of the Company.

85. A balance sheet shall be made out once in every year, and laid before the Company at the Ordinary General Meeting for that year, and such balance sheet shall contain a summary of the property and liabilities of the Company, and shall be accompanied by a report of the Directors upon the general state of the Company, and a recommendation as to the amount (if any) which the Directors consider ought to be paid by way of dividend, not exceeding the amount aforesaid, and as to the amount (if any) which they propose to set aside as a reserve fund. And a printed copy of such balance sheet, statement, and report shall, three days previously to such meeting, be delivered at or sent by post to the registered address of every member.

AUDIT.

86. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet and statement ascertained by two Auditors, one of whom shall be a Chartered or Incorporated Accountant, and the other a member of the Company.

87. The Auditors shall be appointed by the Company at the Ordinary General Meeting to be held in every year, and such meeting shall also determine the remuneration to be paid to such Auditors; but the Directors may appoint the Auditors for the first year's accounts.

88. If no Auditors are appointed at the Ordinary General Meeting, or if any casual vacancy occurs in the office of any Auditor appointed by the Company, the Directors shall forthwith elect an Auditor to act until the next Ordinary General Meeting.

89. Any Auditor shall be re-eligible on his quitting office.

90. Every Auditor shall be supplied with a copy of the balance sheet and statement at least fourteen days before the Ordinary General Meeting, and it shall be his duty to examine the same with the accounts and vouchers relating thereto, and to report to the members thereon at such Ordinary General Meeting.

91. Every Auditor shall have a list delivered to him of all books kept by the Company, and he shall at all reasonable times have access to the books and accounts of the Company, and he may in relation to such accounts examine the Directors or any officers of the Company.

92. The Auditors shall make a report to the members upon the balance sheet, statement, and accounts, and in every such report they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet, containing the particulars required by these regulations, and properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs, and in case they have called for explanations or information from the Directors whether such explanations or information have been given by them, and whether they have been satisfactory; and such report shall be read, together with the report of the Directors, at the Ordinary General Meeting in every year.

NOTICES.

93. Notices requiring to be served by the Company upon the members may be served either personally, or by leaving the same, or sending them through post in letters addressed to the members at their last registered place of abode or business.

94. The Registered Office of the Company shall be considered as the address of every member who causes no other address within the United Kingdom to be registered.

95. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to the person whose name stands first in the Register of Members, and notice so given shall be sufficient notice to all the proprietors of such share.

96. Any notice if served by post shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed to a member at his last registered place of abode or business in the United Kingdom, and put into the post office.

97. No other person than the person whose name appears in the Register as the holder of shares shall be entitled to any notice.

98. All notices required by the Companies' Act to be given by advertisement shall be advertised in one or more newspapers circulating in London or Tottenham as the Directors shall think proper.

COURSE OF BUSINESS.

99. All money received by the Company shall be at once paid to the Bankers for the time being of the Company to the credit of the Company,

100. All payments made by the Company shall, as far as practicable, be made by cheque.

101. No payment shall be made by the Company unless and until the statement on which such payment is to be made shall be passed by the Directors. All accounts due by the Company must be passed by the Directors and initialed by the Chairman of the meetings at which such accounts are passed.

ACCEPTANCE OF SHARES.

102. No person shall be deemed to have accepted any share or the transfer of any share in the capital of the Company, unless he shall have testified his acceptance thereof in writing, otherwise than those allotted to him on his application, which shall be deemed accepted on allotment.

NO JOINT HOLDERS.

103. The Company may, but shall not be compellable to, accept or register more than one person as the holder of or entitled to any share.

DISSOLUTION OF COMPANY.

104. Two successive Extraordinary General Meetings, of which the second shall be held not less than fourteen days or more than one month after the first, may, by a resolution passed by the votes of at least two-thirds of the members present at the first meeting, and by a majority of the votes of the members present at the second meeting, resolve on the dissolution of the Company, and the time, mode, terms, and conditions at, in, and upon which, the dissolution shall take place.

14

105. The dissolution of the Company may be determined on for any purpose whatever and whether the object be the absolute dissolution of the Company, or the reconstruction or modification of the Company, or its amalgamation with any other company having similar objects, and when determined on, the Directors shall carry the same into effect accordingly.

106. On the dissolution of the Company, the surplus assets shall be applied—first, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to some other Club or Institute in the City of London or County of Middlesex, having objects similar to those contained in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the said city or county, such club, institution, or charity, to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the Members of the Club, at or before the time of dissolution as they shall direct, or in default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice, having jurisdiction in such winding-up or dissolution and as he shall determine, or such balance may be disposed of in such other manner as the Members of the Club with the consent of the Council of the Football Association, if then existing, shall determine.

NAMES, ADDRESSES, AND DESCRIPTION OF SHAREHOLDERS.

Ralph Bullock 172 High Rd. St. Tottenham Clerk
 Charles Davis 101 Tottenham Brewery Engineer
 Geo Chas Deane 53 Farley Rd. Tottenham
 John Niffen 20 Willoughby Rd. Tottenham
 Boston Frederick Cadman 62 Church Street, London
 Edmanston Rate Collector
 William Mason "St. Ambros" Palmerton Ipswich, Palmers Green N
 Stockbroker Managers.
 Edmund William Dwyer 6 Railway Approach
 Law. Edmanston
 Queen Street, Market

Dated the 30 day of April, 1898.

Witness to all the above Signatures,

Robert Buckle

THE COMPANIES' ACTS, 1862 TO 1893.

COMPANY LIMITED BY SHARES.

Memorandum

AND

Articles of Association

OF THE

TOTTENHAM HOTSPUR

Football and Athletic Company,

LIMITED.

INCORPORATED APRIL , 1898.

ARTHUR HEIRON,

Solicitor,

ST. GEORGE'S HOUSE, EASTCOTE

G. COVENTRY, PRINTER TOTTENHAM.

DUPLICATE FOR THE FILE.

No. 57186



Certificate of Incorporation

OF THE

Tottenham Hotspur Football & Athletic Company, Limited

I hereby Certify, That the

Tottenham Hotspur Football & Athletic Company, Limited

is this day Incorporated under the Companies' Acts, 1862 to 1893, and that the Company is Limited.

Given under my hand at London this Second day of May One Thousand Eight Hundred and Ninety eight.

Fees and Deed Stamps £ 7

Stamp Duty on Capital £ 8


Registrar of Joint-Stock Companies.

Certificate received by Arthur Klein
St. George's House
Eastcheap. S.C
Solicitor

Date 4th May 1898

[Handwritten scribble]

COMPANIES ACTS, 1862 to 1900.



SPECIAL RESOLUTIONS pursuant to Companies Act, 1862
(section 51) of the **Tottenham Hotspur Football and Athletic Company, Limited.** Passed 26th June, 1905.
Confirmed 12th July, 1905.

REGISTERED
57969

JUL 1905

At an Extraordinary General Meeting of the Members of the said Company convened and held at Bruce Grove School, Sperling Road, Tottenham, in the County of Middlesex, on the 26th day of June 1905, the following Special Resolutions were duly passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened and held at the Red House, 748, High Road, Tottenham, aforesaid and on the adjacent Football Ground of the said Company (the said meeting having been commenced at No. 748, High Road, Tottenham aforesaid, and unanimously adjourned to the Company's Football Ground) on the 12th day of July, 1905, the following Special Resolutions were duly confirmed:—

1. "That the Agreement (now submitted) between Messrs. Charrington & Company Limited, and the Company for the sale to the Company of the Freehold of its Football Ground, etc., on the terms and subject to the conditions therein set forth, be sanctioned and confirmed."
2. "That the Agreement (now submitted) with Mrs. Grover, under which the Company has the option of purchasing certain land (Freehold) adjoining the Football Ground, be sanctioned and confirmed, and that the Directors be authorised to exercise such option."
- "That the Articles of Association of the Company be altered as follows:—
 - (1) "By substituting for the word 'Company' in line 1 of Clause 34 the word 'Directors.'
 - (2) "By striking out the last 22 words of the said Clause and substituting for the same the words, 'Shall not at any time, without the sanction of a General Meeting, exceed the nominal amount of the Share Capital of the Company for the time being.'
 - (3) "By cancelling Clause 35."

Charles David Roberts
Presiding Chairman at each meeting

John Cameron
Secretary to the said Company

1000 / 23
In the High Court of Justice.

KING'S BENCH DIVISION.

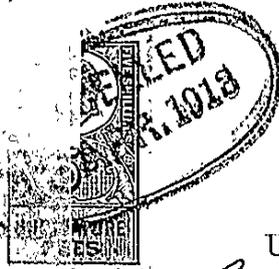
of Judge. *The Hon W Justice Bailhache* * JUDGE IN CHAMBERS.



BETWEEN *In the Matter of the Companies (Consolidation)*
Act 1908 Plaintiff,

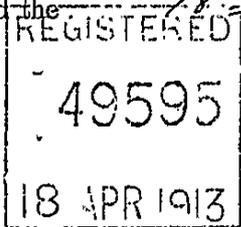
and

In the Matter of the Tottenham Hotspur Defendant.
Football & Athletic Company Limited



Upon hearing *the application of the Waltham Abbey Permanent Building Society*
and upon reading the affidavit of *John Belle Tyndale Gough*

filed the *18th* day of *April* 1913, and



It is ordered that the time for registering the mortgage dated the 20th March 1913 and made between the Tottenham Hotspur Football & Athletic Company Limited and the Waltham Abbey Permanent Building Society be extended until the 25th day of April 1913 inclusive but that this order be without prejudice to the rights of parties acquired prior to the time when such mortgage shall be actually registered

~~and that the costs of this application be~~

Dated the *18th* day of *April* 1913



214



In the High Court of Justice.

KING'S BENCH DIVISION.

Val Thomas Justice Bellcham

Dated the 18th day of *April* 1913.

*In the matter of the
Companies (Consolidation)
Act 1908*

v.

*In the matter of the
Tottenham Hoop & Football
& Athletic Company Limited*

ORDER.

*Boiling & Co
20 Essex Street
Strand*

*Dr Joseph Joseph
Wachsmuth
Esq Solicitor.*

COMPANIES' CONSOLIDATION ACT, 1908.



Special Resolutions pursuant to the Companies' Consolidation Act, 1908. The Tottenham Hotspur Football and Athletic Company, Limited, passed 2nd June, 1913, Confirmed 18th June, 1913.

REGISTERED
89383
18 JUL 1913

At an Extraordinary General Meeting of the Members of the said Company, convened and held at the Bruce Grove School, Sperling Road, Tottenham, in the County of Middlesex, on the 2nd day of June, 1913, the following Extraordinary Resolutions were passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, held at the Offices of the Company, 750, High Road, Tottenham, on the 18th day of June, 1913, the following Special Resolutions were duly confirmed :—

1. ARTICLE 34. That the last 27 words of Article 34 be struck out and the following words substituted :—“Shall not at any time without the sanction of a General Meeting exceed “£25,000.”
2. ARTICLE 71. That the following words be added to Article 71 :—“All persons (other than “retiring Directors) proposed as Directors must be nominated in writing, and the “nomination paper must be signed by a proposer and seconder, and delivered at the “registered office of the Company on or before the 15th May. No candidate other than “retiring Directors or those duly nominated as hereinbefore provided shall be proposed “or put to the vote at the meeting.”
3. ARTICLE 72. That the whole of Article 72 be struck out.

CHARLES DAVID ROBERTS,

Presiding Chairman at each Meeting.

ARTHUR W. TURNER,

Secretary to the said Company.

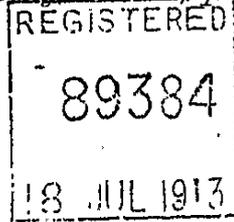
Arthur W. Turner
Secretary

101

COMPANIES' CONSOLIDATION ACT, 1908.



Special Resolutions pursuant to the Companies' Consolidation Act, 1908. The Tottenham Hotspur Football and Athletic Company, Limited, passed June 30th, 1913, Confirmed July 16th, 1913.



Handwritten initials 'CA' and a signature.

At an Extraordinary General Meeting of the Members of the said Company, convened and held at the Town Hall, Edmonton, in the County of Middlesex, on the 30th day of June, 1913, the following Extraordinary Resolutions were passed, and at a subsequent Extraordinary General Meeting of the Members of the said Company, held at the Offices of the Company, 750, High Road, Tottenham, on the 16th day of July, 1913, the following Special Resolutions were duly confirmed:—

- ARTICLE 51. That the last four words of Article 51 be struck out and the following substituted:—"Except in the case of a Poll, when they may be given by proxy. The "Instrument appointing the proxy shall be in writing and under the hand of the appointor "or of his attorney duly authorized in writing, or if the appointor is a corporation, then "under the common seal or under the hand of an Officer or attorney so authorized. No "person shall act as proxy unless either he is entitled on his own behalf to be present and "vote at the meeting at which he acts as proxy, or he has been appointed to act at that "meeting as proxy for a corporation. The Instrument appointing the proxy and the "power of attorney or other authority, if any, under which it is signed, or a notarially "certified copy of that power or authority shall be deposited at the registered office of the "Company not later than 48 hours before the time for holding the meeting at which the "person named in the instrument proposes to vote, and in default the instrument of proxy "shall not be treated as valid."
- ARTICLE 66. That the whole of Article 66 be struck out.

CHARLES DAVID ROBERTS,

Presiding Chairman at each Meeting.

ARTHUR W. TURNER,

Secretary to the said Company.

Handwritten signature of Arthur W. Turner and the word 'Secretary' written below it.

Handwritten number '110' at the bottom left.



The Tottenham Hotspur Football & Athletic
Company, Limited.

Special Resolution

Passed 8th July, 1935.

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the Registered Office of the Company, 750, High Road, Tottenham, N.17, on Monday, the 8th day of July, 1935, at 8 o'clock in the evening, the following Resolution was passed as a Special Resolution of the Company

RESOLUTION.

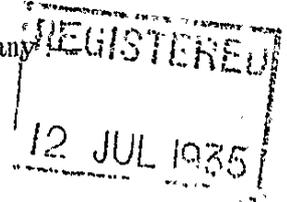
That the Articles of Association of the Company be altered as follows, namely:—

1. That in Article 34 the figures "£25,000" be cancelled, and the figures £50,000 substituted therefor.
2. That Article 35 stand cancelled.

Charles Dawson Roberts

Chairman.

(A07048)



57186 / 60

J.H.

1 12

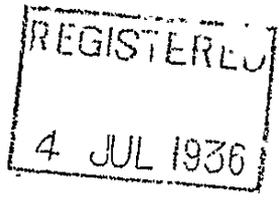
THE COMPANIES ACTS, 1862 TO 1893
AND
THE COMPANIES ACT, 1929



COMPANY LIMITED BY SHARES.

**Tottenham Hotspur Football & Athletic Company,
LIMITED**

Special Resolution



Passed the 30th day of June, 1936.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Oddfellows' Hall, 684 High Road, Tottenham, on Tuesday, the 30th day of June, 1936, the following Resolution was passed as a **Special Resolution** of the Company:—

RESOLUTION.

That the Articles of Association contained in the printed document submitted to the Meeting, and for the purpose of identification signed by the Chairman, with such modifications as may be adopted by this meeting, now be and they are hereby approved, and that such Articles of Association be and they are hereby adopted as the regulations of the Company to the exclusion of all the existing regulations thereof which were contained in the original Articles of Association of the Company or made by Special Resolution.

Charles Sam Roberts
Chairman

THE COMPANIES ACTS, 1862 TO 1893
AND
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

(NEW)

Articles of Association

OF

**Tottenham Hotspur
Football & Athletic Company
LIMITED.**

*(Adopted the 20th day of June, 1936, in substitution for the original
Articles.)*

Registered the day of , 1936.

Chas. David Roberts
Chairman

PARKER, GARRETT & CO.,
St. Michael's Rectory,
Cornhill, E.C.3.

THE COMPANIES ACTS, 1862 TO 1893
AND
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

(NEW)

Articles of Association

OF

**Tottenham Hotspur
Football & Athletic Company
LIMITED.**

*(Adopted the 30th day of June, 1936, in substitution for the original
Articles.)*

Registered the _____ day of _____, 1936.

PARKER, GARRETT & CO.,
St Michael's Rectory,
Cornhill, E.C.3.

2

THE COMPANIES ACTS, 1862 TO 1893
AND
THE COMPANIES ACT, 1929.

—————
COMPANY LIMITED BY SHARES.
—————

Articles of Association

OF

**Tottenham Hotspur Football & Athletic
Company Limited.**

*(Adopted the 30th day of June, 1936, in substitution for the
original Articles.)*

PRELIMINARY.

1.—The following regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall apply to the Company, namely: Clauses 7 to 10, 11 to 16, 23 to 29, 30 to 33, 56, 57, 63 and 90, all inclusive. Subject as aforesaid the regulations contained in the said Table A shall not apply to the Company and the following regulations shall be the Articles of Association of the Company, to the exclusion of all other Articles of Association which might by virtue of any Statute apply to the Company.

2.—In these regulations—

“The Act” means the Companies Act, 1929.

When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

Unless the context otherwise requires, expressions defined in the Act, or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

SHARES.

3.—A shareholder may have issued to him a Season Ticket or Tickets, subject to a deduction of 5 per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this clause shall be restricted to such holder, and in case of transference or death to such member of his family as shall become the registered holder of the shares. The privilege cannot be sold or granted to any other transferee. Privileges hitherto granted by the Company to shareholders registered as such before the 1st day of May, 1921, may be continued to such shareholders but not extended.

4.—Preference Shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.

5.—Subject to the provisions of Article 4 hereof and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued upon such terms and conditions and with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by Ordinary Resolution determine, or failing such determination, as the Directors shall by resolution determine, and any Preference Share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.

6.—If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.

7.—Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares

held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Every certificate shall be signed autographically by two Directors and countersigned by the Secretary or other officer authorised by the Board.

8.—If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity, as the Directors think fit.

9.—No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 45 (1) of the Act.

10.—Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound (except as ordered by a Court of competent jurisdiction or as by Statute required) to recognise any trust or any equitable or other claim to or interest in any such share on the part of any person.

11.—A share shall not be subdivided.

TRANSFER AND TRANSMISSION OF SHARES.

12.—The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

13.—Shares shall be transferred in the following form, or in any usual or common form which the Directors shall approve :—

“ I, _____ of _____
“ in consideration of the sum of £ _____ paid to me
“ by _____ of _____
“ (hereinafter called ‘ the transferee ’) do hereby transfer
“ to the transferee the shares numbered _____
“ in the undertaking called TOTTENHAM HOTSPUR
“ FOOTBALL & ATHLETIC COMPANY LIMITED, to hold unto
“ the transferee, subject to the several conditions on

“ which I hold the same : and I, the transferee, do hereby
 “ agree to take the said shares subject to the conditions
 “ aforesaid.

“ As witness our hands, the day of

“ Witness to the signatures of, etc.”

14.—The Directors may decline to register any transfer of shares on which the Company has a lien or a transfer made by a member who is indebted to the Company, or in case the transferee shall be a person of whom the Directors do not approve or shall be considered by them objectionable, or the transfer shall be considered as having been made for purposes not conducive to the interests of the Company, and the Directors shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article. Previous to the disposal or transfer of any share or shares in the Company the proposing transferor shall submit to the Directors notice in writing of the full name, address and description of the proposed transferee for the approval of the Directors.

15.—The Directors may decline to recognise any instrument of transfer unless—

- (A) a fee not exceeding one shilling is paid to the Company in respect thereof, and
- (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

All instruments of transfer which shall be registered shall be retained by the Company. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee a notice of the refusal.

16.—The register of members may be closed during such time as the Directors think fit, not exceeding thirty days in each year.

17.—The legal personal representatives of a deceased sole holder of a share, shall be the only persons recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.

18.—Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the Directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

19.—A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

20.—A fee not exceeding Two shillings and sixpence may be charged for the registration of any power of attorney, certificate of death or marriage, or of probate of a will, or letters of administration.

ALTERATION OF CAPITAL.

21.—The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

22.—The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original share capital.

23.—The Company may from time to time by Ordinary Resolution--

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (B) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

24.—The Company may by Special Resolution reduce its share capital and any capital redemption reserve fund, in any manner and with, and subject to, any incident authorised, and consent required, by law.

CAPITAL.

25.—The present capital of the Company is £8,000 divided into 8,000 shares of £1 each.

BORROWING POWERS.

26.—The Company may raise or borrow money for the purposes of its business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or upon any part of the property of the Company, present or future, or not so charged; but so that the whole amount so borrowed or raised shall not at any time without the sanction of a General Meeting exceed £50,000. No mortgage or other security or charge upon any assets of the Company to secure more than the principal money advanced, and interest at $7\frac{1}{2}$ per cent. per annum, shall be issued without the previous consent of the Football Association. All loans to the Company shall, except with the previous consent of the Football Association, be limited to the same rate of interest.

27.—If the Directors, or any of them, or any officer of the Company, shall become personally liable for the payment of any sum primarily due from the Company, they may execute, or cause to be executed, any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS.

28.—A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time and at such place as the Directors shall appoint. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

29.—The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings

shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 114 of the Act.

The Directors shall also convene an Extraordinary General Meeting upon receiving a requisition in writing signed by not fewer than fifty members of the Company, and the provisions of Section 114 of the Act shall apply to any such requisition.
C.D.H.

NOTICE OF GENERAL MEETINGS.

30.—Subject to the provisions of Section 117 (2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

31.—The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS.

32.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is ~~transacted~~ ^{transacted} at an Ordinary Meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

33.—No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members personally present shall be a quorum.

34.—If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

35.—The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there is no

such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, then the Vice-Chairman, if any, of the Board of Directors shall preside. If there is no such Vice-Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose some one of their number to be Chairman.

36.—The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned or of the business to be transacted at an adjourned meeting.

37.—At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least five members or a member or members holding or representing by proxy and entitled to vote in respect of at least one-tenth part of the issued capital, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38.—If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39.—In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

40.—A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS.

41.—Subject to any special terms as to voting upon which shares may be issued or may for the time being be held, on a show of hands every member present in person shall have one vote, and on a poll every member shall (subject as hereinafter provided) have one vote for every share held by him.

42.—In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

43.—On a poll votes may be given either personally or by proxy. No person shall be appointed a proxy who is not a member of the Company and otherwise entitled to vote at the meeting or poll for which the proxy is given, except that a corporation may appoint one of its directors or officers a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of six months from its date, except at an adjourned meeting or on a poll demanded at, or at an adjournment of, a meeting in cases where the meeting was originally held within six months of that date.

44.—An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:—

“TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY
“ LIMITED.
“ I, of
“ in the County of , being a member of
“ TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY
“ LIMITED, hereby appoint

“ of _____ as my proxy, to vote for me
 “ and on my behalf at the (Ordinary or Extraordinary,
 “ *as the case may be*) (General Meeting of the Company to
 “ be held on the _____ day of _____ and at any
 “ adjournment thereof.

“ Signed this _____ day of _____ .”

45.—The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46.—A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, unless an intimation of the death, revocation or transfer shall have been received at the registered office of the Company one hour at least before the meeting.

DIRECTORS.

47.—Until otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three nor more than five.

48.—The qualification of a Director shall be the holding of shares or stock in the Company as the registered holder thereof of the nominal amount of £10, and Section 141 of the Act shall be duly complied with by every Director.

49.—A Director shall not be entitled to receive any remuneration in respect of his office as a Director or as an employee of the Club, but any disbursements or travelling expenses properly paid by a Director in the course of his duties shall be refunded to him by the Company.

POWERS AND DUTIES OF DIRECTORS.

50.—The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act, or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulation of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be

prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

51.—The Directors shall cause minutes to be made in books provided for the purpose—

- (A) Of all appointments of officers made by the Directors;
- (B) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors;

and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

THE SEAL.

52.—The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of Directors, and, save as to certificates of title to shares, in the presence of two Directors who shall sign every instrument save as aforesaid to which the seal is affixed. The Secretary or such other person as the Directors may appoint for that purpose shall sign every instrument to which the seal of the Company is so affixed.

DISQUALIFICATION OF DIRECTORS.

53.—The office of Director shall be vacated, if the Director—

- (A) Ceases to be a Director by virtue of Section 141 of the Act; or
- (B) Be suspended by the Football Association from taking part in football management; or
- (C) Becomes bankrupt or suspends payment or compounds with his creditors; or
- (D) Becomes prohibited from being a Director by reason of any order made under Sections 217 or 275 of the Act; or
- (E) Is found lunatic or becomes of unsound mind; or

- (f) Resigns his office by notice in writing to the Company ; or
- (g) Absents himself from meetings of Directors during four consecutive months unless he is prevented by illness or his attendance is excused by the other Directors ; or
- (h) Be convicted of an indictable offence.

54.—No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and no Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted ; but this prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors, or any of them, any security by way of indemnity or in respect of advances made by them, or any of them, to the Company, or to any contract or dealing with a corporation of which the Directors of this Company, or any of them, may be Directors or members, and it may at any time or times be suspended or relaxed to any extent by a General Meeting. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this clause as regards such Director and the said transaction, and after such general notice it shall not be necessary for such Director to give special notice of any particular transaction with that firm or company.

ROTATION OF DIRECTORS.

55.—At the Ordinary General Meeting in every year two of the Directors for the time being shall retire from office. A retiring Director shall retain his office until the dissolution of the meeting or adjourned meeting at which his successor falls to be elected.

56.—The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

57.—A retiring Director shall be eligible for re-election.

58.—The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

59.—Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as a Director.

60.—No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has, not less than fourteen clear days before the meeting, left at the office of the Company a notice in writing signed by at least two members of the Company of the intention of such members to propose him.

PROCEEDINGS OF DIRECTORS.

61.—The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

62.—The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be three.

63.—The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as, their number is reduced below three the continuing Directors may act for the purpose of

increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

64.—The Directors may elect a Chairman or Vice-Chairman, as the case may be, of their meetings, and determine the period for which he is to hold office ; but if no such Chairman or Vice-Chairman is elected, or if at any meeting the Chairman or Vice-Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

65.—The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit ; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

66.—A committee may elect a Chairman of its meetings ; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

67.—A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

68.—All acts done by any meeting of the Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

DIVIDENDS AND RESERVE.

69.—The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall (except as by the Act expressly authorised) be payable otherwise than out of the profits of the Company. A larger dividend shall not be declared than the maximum dividend allowed from time to time by the Football Association, and it may be cumulative for a period not exceeding three years. The present maximum dividend shall be $7\frac{1}{2}$ per cent. in any year but if the dividend be paid free of income tax the present maximum dividend shall be 5 per cent.

70.—Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share.

71.—The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

72.—If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

73.—Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct. The Company shall not be responsible for the loss of any cheque or warrant so sent.

74.—No dividend shall bear interest against the Company.

75.—The Company may deduct from any dividend payable to any member all sums of money (if any) presently payable by that member to the Company on account of calls or otherwise.

76.—Every dividend shall be paid to those members who shall be the registered holders of the shares at the date of the meeting at which the dividend is declared.

ACCOUNTS.

77.—The Directors shall cause proper books of account to be kept with respect to—

All sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place ;

All sales and purchases of goods by the Company ; and

The assets and liabilities of the Company.

78.—The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

79.—The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

80.—At the Ordinary General Meeting in every year the Directors shall lay before the Company a profit and loss account, balance sheet and report as required by Section 123 of the Act, such account and balance sheet being made up to a date not more than six months before the date of such meeting.

81.—A copy of every profit and loss account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report, shall not less than seven days before the date of the meeting be sent to the registered address of every member.

AUDIT.

82.—Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICES.

83.—The signature to any notice, document or account to be given by the Company may be written or printed.

84.—A notice or other document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

85.—All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share.

86.—Any member described in the register of members by an address not within the United Kingdom, or any holder of a share warrant complying with the requirements of these Articles who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a registered member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

87.—Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid registered letter addressed to the Company, or to such officer, at the office.

88.—Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be.

89.—Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others)

until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

WINDING UP.

90.—If the Company shall be wound up, the surplus assets shall be applied: First, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to the National Football War Fund or any Benevolent Fund in connection with the Football Association or to some other Club or Institute in the Home Counties of England having objects similar to those contained in the Company's Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the said Home Counties, such club, institution, or charity, to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the members of the Company, at or before the time of winding up as they shall direct, or in default of any such decision or apportionment by the members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice, having jurisdiction in such winding up, and as he shall determine, or such balance may be disposed of in such other manner as the members of the Company with the consent of the Council of the Football Association, if then existing, shall determine.

INDEMNITY.

91.—Every Director, Manager, officer or Auditor of the Company shall be indemnified against any such liability as is referred to in proviso (c) to Section 152 of the Act.

THE COMPANIES ACTS, 1862 TO 1893
AND
THE COMPANIES ACT, 1929.

COMPANY LIMITED BY SHARES.

(NEW)

Articles of Association
OF
**Tottenham Hotspur
Football & Athletic Company**
LIMITED.

*(Adopted the 30th day of June 1936,
in substitution for the original Articles.)*

Registered the day of , 1936.

THE COMPANIES ACTS, 1862 TO 1893

AND

THE COMPANIES ACT, 1929.

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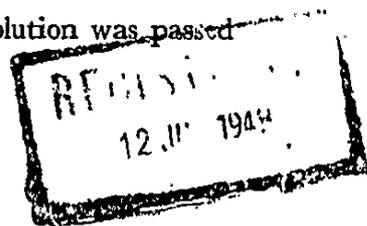


Tottenham Hotspur Football & Athletic Company Limited

Special Resolution

PASSED THE 25th DAY OF JUNE, 1948

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Company's Headquarters, 748 High Road, Tottenham, N.17, on Friday, the 25th day of June, 1948, the following Resolution was passed as a SPECIAL RESOLUTION of the Company:—



RESOLUTION

That the following new Article be added to the Articles of Association:—

“53A. No person shall be disqualified from being appointed a Director of the Company, and no Director of the Company shall be required to retire from that office, by reason only of the fact that he has attained the age of seventy years.”

FRED J. BEARMAN,
Chairman.



*copy that this resolution is a
true copy of the Special Resolution
passed at Extraordinary General Meeting
of the Company held on 25th June 1948*

TOTTENHAM HOTSPUR FOOTBALL
& ATHLETIC COY., LTD.

7968

[Handwritten signature]

SPECIAL RESOLUTION

(PURSUANT TO THE COMPANIES ACT, 1948, S.141)

OF



REGISTERED
AUG 1949

TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY LTD.

PASSED 25th JULY, 1949

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at the Company's Headquarters, 748 High Road, Tottenham, N.17, Monday, 25th day of July, 1949, the subjoined Special Resolution was duly passed:—

RESOLUTION

That the Articles of the Company be altered and amended in manner following that is to say:

By inserting immediately after the existing Article 51 of the following new Article, viz.:

"51A. (i) The Directors may from time to time elect a President of the Company and not more than 4 Vice-Presidents.

(ii) Any President or Vice-President so elected shall vacate his office if—

(a) he becomes bankrupt or makes any arrangement or composition with his creditors generally.

(b) he becomes of unsound mind

(c) he resigns by notice in writing to the Company or

(d) the Directors remove him from his office.

(iii) Any President of the Company and any Vice-President shall be entitled to receive notice of and to attend General Meetings of the Company.

(iv) Any President for the time being shall be entitled to take the Chair at any General Meeting of the Company at which he is present and in the case of an equality of votes, whether on a show of hands or on a poll the President as such Chairman as aforesaid shall be entitled to a casting vote.

(v) Any President and any Vice-President may perform such duties of a social or public nature on behalf of the Company and shall be entitled to such privileges as the Directors shall determine.

(vi) Save as aforesaid no President shall be entitled to vote at any General Meeting and no President or Vice-President shall interfere in any way in the management or control of the Company or its affairs."

By deleting altogether the existing Article 35 and substituting the following new Article in its place:

"35. The President, if any, of the Company shall preside as Chairman at every General Meeting of the Company. If there is no such President, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, then the Chairman, if any, of the Board of Directors shall preside. If there is no such Chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, then the Vice-Chairman, if any, of the Board of Directors shall preside. If there is no such Vice-Chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose some one of their number to be Chairman."

A 48

FRED J. BEARMAN

(Chairman).

Certified True Copy

[Signature]
Vice-Chairman.

Number of Company 57186/96



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

(COPY)

Special Resolution

(Pursuant to The Companies Act, 1948, Sections 5 and 141)

OF

Tottenham Hotspur Football &
Athletic Company Limited

Passed the 30th day of September, 1963

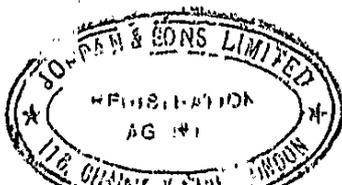
AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 748 High Road, Tottenham, N.17, on the 30th day of September, 1963, the following SPECIAL RESOLUTION was duly passed :-

That the Memorandum of Association of the Company be altered by the deletion of the existing sub-clause (M) of clause 3 thereof and the substitution of the following sub-clause :-

- " (M) To effect insurance (either on its own behalf and for its own benefit or on behalf and for the benefit of the person insured) against the death, injury or disablement of any player engaged by the Company or of any director, official or other servant of the Company, and also in the event of the injury or disablement, in the course of performing duties for the Company or of travelling to or from the performance of any such duties, of any player engaged by the Company or of any director, official or other servant of the Company, to pay to or apply for the benefit of any such person such sum or sums as the Directors of the Company may from time to time in their discretion determine, and in the event of the death through such injury or disablement of any such person, to pay to or apply for the benefit of any person or persons who were in the opinion of the said Directors wholly or substantially financially dependent on that deceased person such sum or sums as the said Directors may from time to time in their discretion determine and also to set apart any match, meeting or entertainment, or the profits or any portion

REGISTERED

14 OCT 1963



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of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons as the said Directors may from time to time in their discretion determine, and also (out of the balance of profits for any year after payment of a dividend of at least five per cent.) to give to any charitable institution or for any charitable purpose such sum or sums as shall be determined by a resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution."

G. Wall.

Chairman.

57186

94

The Companies Acts, 1862 to 1893
and
The Companies Act, 1948

COMPANY LIMITED BY SHARES

3. Vis. 1/1963
dat. 23/1

Memorandum of Association

OF

The Tottenham Hotspur Football & Athletic Company, Limited

(As altered by Special Resolution passed on the 30th day of
September, 1963)

REGISTERED
21 NOV 1963

1. The Name of the Company is "THE TOTTENHAM
HOTSPUR FOOTBALL & ATHLETIC COMPANY, LIMITED."

2. The Registered Office of the Company will be situate in
England.

3. The Objects for which the Company is established are—

(A) To take over the assets and liabilities of the unregistered
Association or Club, now known as THE TOTTENHAM
HOTSPUR FOOTBALL CLUB.

(B) To carry on the business of a Football and Athletic
Club in all the branches thereof, and to promote the
practice and play of football, cricket, lacrosse, lawn
tennis, hockey, polo, bowls, bicycle and tricycle riding,
running, jumping, the physical training and develop-
ment of the human frame, and other athletic sports,
games, and exercises of every description, and any other
games, pastimes, sports, recreation, amusements or
entertainments, and to buy, sell, exchange, 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 therefor, or for the promotion of the objects
of the Company, including prizes to be given in any
competition or competitions promoted by the Company,
and for that purpose to establish, engage, and maintain
teams of football and other players, whether comprised
of amateur or professional players, or partly of one
and partly of the other.

TOTTENHAM FOOTBALL CLUB

21 NOV 1963

8

- (c) To arrange for, hold, and conduct, football matches and athletic sports, military tournaments, agricultural, horse and flower shows. ✓
- (d) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded towards, or as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed. ✓
- (e) To join in and promote the competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects. ✓
- (f) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects. ✓
- (g) To co-operate and join with any person or persons, club, company, or association, having the same or like objects in any manner, and for any purpose which may be thought proper in furtherance of the objects of the Company. ✓
- (h) To acquire or undertake the whole or any part of the business and 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 and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received. ✓
- (i) To purchase, take on lease or in exchange, hire or otherwise acquire land and hold a ground or grounds or any other real or personal estate necessary or convenient for the objects of the Company. ✓
- (j) To construct, fit up and maintain any buildings, pavilions or stands upon any ground or grounds of the Company, to fix and enforce a scale of charges for admission thereto, and to such ground or grounds, and generally to manage the same as may be required for the objects and benefit of the Company. ✓
- (k) To adopt, lay out and prepare, enclose, level, drain and form approaches, and make and construct roads to and from any buildings, land or ground of the Company. ✓

- (L) To become a member of and subscribe to the Football Association, the Football League, or any other alliance, league or association having objects altogether or in part similar to those of the Company. ✓
- (M) To effect insurance (either on its own behalf and for its own benefit or on behalf and for the benefit of the person insured) against the death, injury or disablement of any player engaged by the Company or of any director, official or other servant of the Company, and also in the event of the injury or disablement, in the course of performing duties for the Company or of travelling to or from the performance of any such duties, of any player engaged by the Company or of any director, official or other servant of the Company, to pay to or apply for the benefit of any such person such sum or sums as the Directors of the Company may from time to time in their discretion determine, and in the event of the death through such injury or disablement of any such person, to pay to or apply for the benefit of any person or persons who were in the opinion of the said Directors wholly or substantially financially dependent on that deceased person such sum or sums as the said Directors may from time to time in their discretion determine and also to set apart any match, meeting or entertainment, or the profits or any portion of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons as the said Directors may from time to time in their discretion determine, and also (out of the balance of profits for any year after payment of a dividend of at least five per cent.) to give to any charitable institution or for any charitable purpose such sum or sums as shall be determined by a resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution. ✓
- (N) To pay dividends upon the amount of subscribed capital of not more than the maximum dividend allowed from time to time by the Football Association. ✓
- (O) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined. ✓
- (P) To borrow and raise money by mortgage or charge of the undertaking and all or any part of the property of the Company, present or future, and all or any of the uncalled or unissued capital for the time being of the Company, and in particular by the issue of debentures or debenture stock of any description, 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 in such manner and upon such terms as may appear fit or expedient. ✓

- (Q) To sell, improve, manage, develop, lease, dispose of, or otherwise deal with all or any part of the property of the Company. ✓
- (R) To permit and allow any person or persons, club or society to use and enjoy the said grounds, lands, buildings, pavilions and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined. ✓
- (S) To employ amateur football players, cricketers and other athletes, and to hire, employ, and pay professional football players, cricketers and other professional athletes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate-money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable. ✓
- (T) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of the Company, and to remunerate any person rendering services to the Company. ✓
- (U) To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects, or any of them. ✓

4. The liability of the members is limited. ✓

5. The capital of the Company is £8,000, divided into 8,000 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 Company in General Meeting may determine. ✓

Wale

5117
110

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

**Tottenham Hotspur
Football & Athletic Company
Limited**

Ordinary Resolution

PASSED THE 25th DAY OF MARCH, 1975

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Company's Headquarters, 748 High Road, Tottenham, London, N17 OAP, on Tuesday, the 25th day of March, 1975, the following resolution was passed as an ORDINARY RESOLUTION of the Company:

RESOLUTION

"That the sanction of Members in General Meeting to the raising or borrowing of money by the Company for the purpose of its business as required by Article 26 of the Company's Articles of Association shall be deemed to have been given to any such raising or borrowing of money not exceeding £500,000."



We hereby certify that the above is a true copy of the Resolution passed on 25/3/1975.

SIDNEY A. WALE, *Sya Wale*

Chairman.

[Signature]



9th April, 1975

THE COMPANIES ACTS, 1948 TO 1967

COMPANY LIMITED BY SHARES

**Tottenham Hotspur
Football & Athletic Company
Limited**

Special Resolution

PASSED THE 6th DAY OF NOVEMBER, 1980.

At an Extraordinary General Meeting of the above-named Company duly convened and held at the Company's Headquarters, 748 High Road, Tottenham, London, N17 0AP, on Thursday, the 6th day of November, 1980, the following Resolution was passed as a SPECIAL RESOLUTION of the Company, pursuant to Section 141 of the Companies Act 1948:

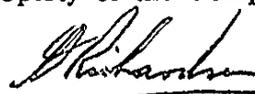
Resolution

"That the Articles of Association of the Company be altered in manner following, namely:-

By deleting Article 26 and substituting therefor the following new Article:

BORROWING POWERS

26. — The Company may raise or borrow money for the purposes of its business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or upon any part of the property of the Company, present or future, or not so charged."


ARTHUR RICHARDSON,
Chairman



THE COMPANIES ACTS 1948 TO 1980

Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980



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Please complete legibly, preferably in black type, or bold block lettering

For official use

Company number

1 3 0

57186

Name of company

TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY Limited

I, Dimitris Augustis Alexiou of 80 Brook Street, Mayfair, London, W1Y 2DD

*delete as appropriate

being [the Secretary] [a Director]* of the above named company do solemnly and sincerely declare: that the company does not at the time of this Declaration satisfy the conditions specified in section 8(11) of the Companies Act 1980

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declaration Act 1835

Declared at 78 Brook Street, London W1

Signature of Declarant

the Eleventh day of February

One thousand nine hundred and Eighty Two

before me Patrick Lamb

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

J. Alexiou

Presenter's name, address and reference (if any):

Messrs. Gordon, Dadds & Co., 80 Brook Street, Mayfair, London W1Y 2DD

For official use General section

Post room



FILE COPY



CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 57186 / 131

I hereby certify that

TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY LIMITED

is, with effect from 22ND FEBRUARY 1982
..... a private company
within the meaning of the Companies Act 1980.

Dated at Cardiff the 22ND FEBRUARY 1982


Assistant Registrar of Companies

C 457

No. 57186

1141

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

THE TOTTENHAM HOTSPUR FOOTBALL
& ATHLETIC COMPANY, LIMITED

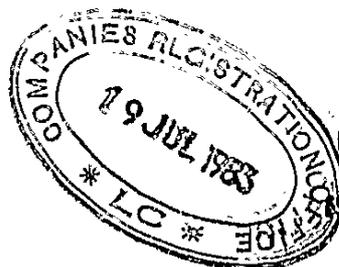
Passed on 11th July, 1983

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held at 748 High Road, Tottenham, London N17 0AP, on 11th July, 1983, the following Resolution was duly passed as an ORDINARY RESOLUTION:

THAT:

- (a) the authorised share capital of the Company be increased from £8,000 to £53,812 by the creation of 45,812 additional shares of £1 each; and
- (b) the Directors be unconditionally authorised in accordance with section 14 of the Companies Act 1980 to allot 48,920 shares of £1 each for the purpose of the offer by way of rights described in the letter to shareholders from the Chairman of the Company dated 16th June, 1983, of which this notice forms part, such authority to expire on 31st December, 1983.

Peter Day
P. Day
Secretary



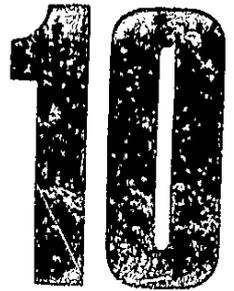
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LINTLAYERS & PAINES
BARRINGTON HOUSE,
67, GRESHAM STREET,
LONDON EC2V 7JA
TEL. 01-606 7089



THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948



Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use Company number

1152

57186

Name of Company

THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY, Limited*

*delete if inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by ~~ordinary~~ ~~extraordinary~~ ~~special~~ resolution of the company dated 11th July, 1983

delete as appropriate

the nominal capital of the company has been increased by the addition thereto of the sum of £ 45,812 beyond the registered capital of £ 8,000

Note

This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
45,812	(Ordinary)	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

To rank pari passu in all respects with existing shares.

Please tick here if continued overleaf

delete as appropriate

Signed

J. Alexca

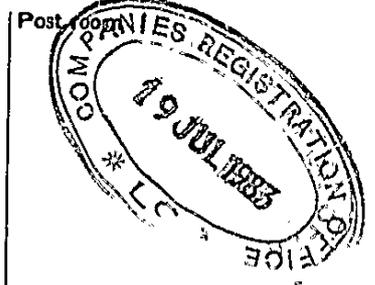
[Director] ~~[Secretary]~~ Date 25th July, 1983

Presenter's name, address and reference (if any):

LINKLATERS & PAINES
BARRINGTON HOUSE
59-67 GRESHAM STREET
LONDON EC2V 7JA.

REF: ACB

For official use
General section



15190



(For use only when the register is kept by computer or other non-legible recording)

THE COMPANIES ACTS 1948 TO 1976

Notice of place for inspection of a register of members which is kept by recording the matters in question otherwise than in a legible form or of any change in that place

103a

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold black lettering

Pursuant to section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976 and The Companies (Registers and Other Records) Regulations 1979

To the Registrar of Companies

For official use

Company number

143

57186

Name of company

THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY	
	Limited*

*delete if inappropriate

hereby gives you notice:

- a that the register of members of the company kept under section 110 of the Companies Act 1948 is kept by recording the matters in question otherwise than in a legible form, and
- b in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1979, that the place for inspection of that register is situate at:

‡see note overleaf

RAVENSBORNE REGISTRATION SERVICES LIMITED,
BOURNE HOUSE,
34, BECKENHAM ROAD,
BECKENHAM, BR3 4TU.

‡delete as appropriate

Signed

[Director] [Secretary] † Date 12.8.83.

Presentor's name, address and reference (if any):

RAVENSBORNE REGISTRATION SERVICES LIMITED,
BOURNE HOUSE,
34, BECKENHAM ROAD,
BECKENHAM, BR3 4TU.

Our Ref: CL/GM/RC

For official use
General section

Post room



No. 00057186

COMPANIES ACT 1985
WRITTEN RESOLUTIONS

of

THE TOTTENHAM HOTSPUR FOOTBALL AND ATHLETIC COMPANY, LIMITED
("the Company")

*Certified true copy of
the original
Ashurst Movers
Corp*

The following resolutions (which would otherwise have been required to have been passed as Special Resolutions) were agreed as Written Resolutions pursuant to Section 381A of the Companies Act 1985 by the Company on the 25th of January 1991:-

1. THAT pursuant to the provisions of Section 4 of the Companies Act 1985 ("the Act") the Memorandum of the Company be changed by amending Clause 3 thereof:-

(A) By deleting sub-clause 3 (P) thereof and substituting therefor the following new sub-clause 3(P), as follows:-

(P)(i) To borrow and raise money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and to secure any debt; obligation or liability whatsoever by mortgages of or charges upon all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation and issue on any terms of debentures, debenture stock or other securities of any description and for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society.

(ii) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by or of the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in

COMPANIES HOUSE

29 JAN 1991

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43

the Company or the Company's holding company for the time being and to give such assistance by any means howsoever permitted by law.

- (iii) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure (by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner) any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture.

- (B) By inserting the following new sub-paragraph immediately following the existing sub-paragraph (U) of Clause 3:-

"The objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the substantive objects of a separate and independent company. None of the above objects shall be deemed to be subsidiary or ancillary to any other object and each may be carried out whether or not in connection with or in furtherance of the attainment of any other object".

2. THAT pursuant to the provisions of Section 9 of the Act the Articles of Association of the Company be changed by deleting Article 48 and renumbering all subsequent provisions accordingly.


.....
CHAIRMAN

No.00057136

COMPANIES ACT 1985

WRITTEN RESOLUTION

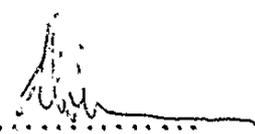
of

THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY, LIMITED
("the Company")

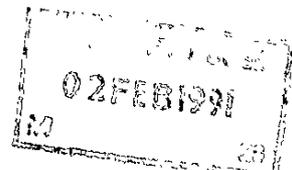
The following resolution (which would otherwise have been required to have been passed as a Special Resolution) was agreed as a Written Resolution pursuant to Section 381A of the Companies Act 1985 by the Company on 1st February 1991:-

THAT pursuant to the provisions of Section 9 of the Companies Act 1985 the Articles of Association of the Company be amended by deleting clause 47 thereof and substituting therefor the following new clause 47, as follows:-

"47. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than three."


.....
CHAIRMAN

*Certified a true copy
of the original
Ashwood Mans Crisp*



HRL/8747Y

57186
The Companies Acts, 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

THE TOTTENHAM HOTSPUR FOOTBALL
& ATHLETIC COMPANY, LIMITED

(As altered pursuant to the Resolution passed at
an Extraordinary General Meeting of the Company
on 30th September 1963, and further altered pursuant
to Resolutions passed as Written Resolutions
on 25th January 1991)

1. The Name of the Company is "THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY, LIMITED."
2. The Registered Office of the Company will be situate in England.
3. The Objects for which the Company is established are:
 - (A) To take over the assets and liabilities of the unregistered Association or Club, now known as THE TOTTENHAM HOTSPUR FOOTBALL CLUB.
 - (B) To carry on the business of a Football and Athletic Club in all the branches thereof, and to promote the practice and play of football, cricket, lacrosse, lawn tennis, hockey, polo, bowls, bicycle and tricycle riding, running, jumping, the physical training and development of the human frame, and other athletic sports, games and exercises of every description, and any other games, pastimes, sports, recreation, amusements or entertainments, and to buy, sell, exchange, 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 therefor, or for the promotion of the objects of the Company, including prizes to be given in any competition or competitions promoted by the Company, and for that purpose to establish, engage, and maintain teams of football and other players, whether comprised of amateur or professional players, or partly of one and partly of the other.



- (C) To arrange for, hold, and conduct, football matches and athletic sports, military tournaments, agricultural, horse and flower shows.
- (D) To acquire money by gift or subscription, and to distribute the same in or about the furtherance of all or any of the objects of the Company, and to raise or grant sums of money to be awarded towards, or as prizes or otherwise in connection with any such matters as aforesaid, on such terms as may be prescribed.
- (E) To join in and promote the competitions for challenge cups or other similar competitions for the purposes of the Company, or for the benefit of charities or other like objects.
- (F) To improve, revise, amend, establish, or alter the rules regulating any or all of the sports or pastimes above enumerated, and to join or subscribe to any union or association for the like objects.
- (G) To co-operate and join with any person or persons, club, company, or association, having the same or like objects in any manner, and for any purpose which may be thought proper in furtherance of the objects of the Company.
- (H) To acquire or undertake the whole or any part of the business and 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 and retain, or sell, mortgage, and deal with any shares, debentures, or securities so received.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire land and hold a ground or grounds or any other real or personal estate necessary or convenient for the objects of the Company.
- (J) To construct, fit up and maintain any buildings, pavilions or stands upon any ground or grounds of the Company, to fix and enforce a scale of charges for admission thereto, and to such ground or grounds, and generally to manage the same as may be required for the objects and benefit of the Company.

- (K) To adopt, lay out and prepare, enclose, level, drain and form approaches, and make and construct roads to and from any buildings, land or ground of the Company.
- (L) To become a member of and subscribe to the Football Association, the Football League, or any other alliance, league or association having objects altogether or in part similar to those of the Company.
- (M) To effect insurance (either on its own behalf and for its own benefit or on behalf and for the benefit of the person insured) against the death, injury or disablement of any player engaged by the Company or of any director, official or other servant of the Company, and also in the event of the injury or disablement, in the course of performing duties for the Company or of travelling to or from the performance of any such duties, of any player engaged by the Company or of any director, official or other servant of the Company, to pay to or apply for the benefit of any such person such sum or sums as the Directors of the Company may from time to time in their discretion determine, and in the event of the death through such injury or disablement of any such person, to pay to or apply for the benefit of any person or persons who were in the opinion of the said Directors wholly or substantially financially dependent on that deceased person such sum or sums as the said Directors may from time to time in their discretion determine and also to set apart any match, meeting or entertainment, or the profits or any portion of the profits arising from any match, meeting or entertainment for the benefit of any charity or charitable institution or purpose, or for the benefit of any player engaged by the Company, or for the benefit of any other person or persons as the said Directors may from time to time in their discretion determine, and also (out of the balance of profits for any year after payment of a dividend of at least five per cent.) to give to any charitable institution or for any charitable purpose such sum or sums as shall be determined by a resolution of a General Meeting, and subject to any condition which may be annexed to any such gift by the terms of such resolution.
- (N) To pay dividends upon the amount of subscribed capital of not more than the maximum dividend allowed from time to time by the Football Association.
- (O) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
- (P)(i) To borrow and raise money in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and to secure any debt, obligation or liability whatsoever by mortgages of or charges upon

all or any part of the undertaking, real and personal property, assets, rights and revenues (present or future) and uncalled capital of the Company or by the creation and issue on any terms of debentures, debenture stock or other securities of any description and for the purposes of or in connection with the borrowing or raising of moneys by the Company to become a member of any building society.

(ii) To lend and advance money or give credit or financial accommodation in any manner on any terms and for any purposes whatsoever, whether with or without interest and whether or not supported by guarantee and/or security, to any person or company, including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture and to the extent that the same is permitted by law, to give financial assistance for the purpose of acquisition of shares in the Company or the Company's holding company for the time being and to give such assistance by any means howsoever permitted by law.

(iii) To enter into any guarantee, bond, contract of indemnity, suretyship or joint obligation and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities by any person or company in any manner on any terms and for any purposes whatsoever, whether alone or jointly and/or severally with any other company or companies and whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other object of the Company and in particular (without derogation from the generality of the foregoing) to guarantee, support or secure (by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property, assets and revenues (present and future) and uncalled capital of the Company, or by both such methods, or in any other manner) any debts, obligations or securities whatsoever and the discharge of any liabilities whatsoever, including (without limitation) those of any company which is for the time being the holding company or a subsidiary (both as defined by Section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same persons as control the Company (or any holding company of the Company) or is otherwise associated with the Company in business or engaged with it in any enterprise, transaction or venture.

- (Q) To sell, improve, manage, develop, lease, dispose of, or otherwise deal with all or any part of the property of the Company.
- (R) To permit and allow any person or persons, club or society to use and enjoy the said grounds, lands, buildings, pavilions and stands, and other hereditaments of the Company, for such purposes and upon such terms and conditions as shall be fixed and determined.
- (S) To employ amateur football players, cricketers and other athletes, and to hire, employ, and pay professional football players, cricketers and other professional athletes, and also servants and workmen for attending to the ground or grounds for the time being of the Company, taking gate-money at matches, sports and festivals, and for carrying out any other object which the Company shall think advisable.
- (T) To pay all or any expenses incurred in connection with the formation, promotion, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures or securities of the Company, and to remunerate any person rendering services to the Company.
- (U) To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects, or any of them.

The objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph, or the name of the Company, or the order in which such objects are stated, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the substantive objects of a separate and independent company. None of the above objects shall be deemed to be subsidiary or ancillary to any other object and each may be carried out whether or not in connection with or in furtherance of the attainment of any other object.

4. The liability of the members is limited.

*5. The capital of the Company is £8,000, divided into 8,000 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 Company in General Meeting may determine.

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NOTES

*By an Ordinary Resolution passed on 11th July 1983 the authorised share capital of the Company was increased from £8,000 to £53,812 by the creation of 45,812 additional shares of £1 each.

THE COMPANIES ACTS, 1985 TO 1989

COMPANY LIMITED BY SHARES

Articles of Association

of

THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC
COMPANY, LIMITED

(Adopted the 30th day of June, 1936, in substitution for the original Articles and amended pursuant to the Resolution passed as a Special Resolution at an Extraordinary General Meeting of the Company on 25th June 1948, pursuant to Resolutions passed as Special Resolutions at an Extraordinary General Meeting of the Company on 25th July 1949, pursuant to a Resolution passed as Special Resolution at an Extraordinary General Meeting of the Company dated 6th November 1980 and pursuant to written resolutions of the shareholders passed on 25th January and 1st February 1991.)

PRELIMINARY

1. The following regulations contained in Table A in the First Schedule to the Companies Act, 1929, shall apply to the Company, namely: Clauses 7 to 10, 11 to 16, 23 to 29, 30 to 33, 56, 57, 63 and 90, all inclusive. Subject as aforesaid the regulations contained in the said Table A shall not apply to the Company and the following regulations shall be the Articles of Association of the Company, to the exclusion of all other Articles of Association which might by virtue of any Statute apply to the Company.

2. In these regulations -

"The Act" means the Companies Act, 1929.

When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

Unless the context otherwise requires, expressions defined in the Act, or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

SHARES

3. A shareholder may have issued to him a Season Ticket or Tickets, subject to a deduction of 5 per cent. from the amount charged to non-shareholders. Tickets so issued must not be sold and the privilege granted under this clause shall be restricted to such holder, and in case of transference or death to such member of his family as shall become the registered holder of the shares. The privilege cannot be sold or granted to any other transferee. Privileges hitherto granted by the Company to shareholders registered as such before the 1st day of May, 1921, may be continued to such shareholders but not extended.
4. Preference Shares may be issued with a cumulative preference dividend not exceeding £7 10s. per cent. for a period not exceeding three years, but the Company may not issue more Preference Shares than its subscribed Ordinary Shares.
5. Subject to the provisions of Article 4 hereof and without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued upon such terms and conditions and with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of share capital or otherwise, as the Company may from time to time by Ordinary Resolution determine, or failing such determination, as the Directors shall by special resolution determine, and any Preference Share may, with the sanction of a Special Resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class. To every such separate General Meeting the provisions of these regulations relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.
7. Every person whose name is entered as a member in the register of members shall, without payment, be entitled to a certificate under the seal of the Company specifying the share or shares held by him and the amount paid up thereon, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Every certificate shall be signed autographically by two Directors and countersigned by the Secretary or other officer authorised by the Board.

8. If a share certificate is defaced, lost, or destroyed, it may be renewed on payment of such fee, if any, not exceeding one shilling, and on such terms, if any, as to evidence and indemnity, as the Directors think fit.

9. No part of the funds of the Company shall directly or indirectly be employed in the purchase of, or in loans upon the security of, the Company's shares, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 45(1) of the Act.

10. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound (except as ordered by a Court of competent jurisdiction or as by Statute required) to recognise any trust or any equitable or other claim to or interest in any such share on the part of any person.

11. A share shall not be subdivided.

TRANSFER AND TRANSMISSION OF SHARES

12. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

13. Shares shall be transferred in the following form, or in any usual or common form which the Directors shall approve:-

"I, _____ of _____
in consideration of the sum of £ _____ paid to me
by _____ of _____
(hereinafter called 'the transferee') do hereby transfer to the transferee the shares numbered _____ in the undertaking called TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY LIMITED, to hold unto the transferee, subject to the several conditions on which I hold the same; and I, the transferee, do hereby agree to take the said shares subject to the conditions aforesaid.

As witness our hands, the _____ day of _____ .

Witness to the signatures of, etc."

14. The Directors may decline to register any transfer of shares on which the Company has a lien or a transfer made by a member who is indebted to the Company, or in case the transferee shall be a person of whom the Directors do not approve or shall be considered by them objectionable, or the transfer shall be considered as having been made for purposes not conducive to the interests of the Company, and the Directors shall not be bound to specify the grounds upon which the registration of any transfer is declined under this Article. Previous to the disposal or transfer of any share or shares in the Company the proposing transferor shall submit to the Directors notice in writing of the full name, address and description of the proposed transferee for the approval of the Directors.

15. The Directors may decline to recognise any instrument of transfer unless:

- (A) a fee not exceeding one shilling is paid to the Company in respect thereof, and
- (B) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

All instruments of transfer which shall be registered shall be retained by the Company. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee a notice of the refusal.

16. The register of members may be closed during such time as the Directors think fit, not exceeding thirty days in each year.

17. The legal personal representatives of a deceased sole holder of a share, shall be the only persons recognised by the Company as having any title to the share. In the case of a share registered in the names of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased survivor, shall be the only persons recognised by the Company as having any title to the share.

18. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon such evidence being produced as may from time to time be properly required by the Directors, have the right, either to be registered as a member in respect of the share or, instead of being registered himself, to make such transfer of the share as the deceased or bankrupt person could have made; but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by the deceased or bankrupt person before the death or bankruptcy.

19. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

20. A fee not exceeding Two shillings and sixpence may be charged for the registration of any power of attorney, certificate of death or marriage, or of probate of a will, or letters of administration.

ALTERATION OF CAPITAL

21. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount as the resolution shall prescribe.

22. The new shares shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture, and otherwise as the shares in the original share capital.

23. The Company may from time to time by Ordinary Resolution;

- (A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (B) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

24. The Company may by Special Resolution reduce its share capital and any capital redemption reserve fund, in any manner and with, and subject to, any incident authorised, and consent required, by law.

CAPITAL

*25. The present capital of the Company is £8,000 divided into 8,000 shares of £1 each.

BORROWING POWERS

26. The Company may raise or borrow money for the purposes of its business and may secure the repayment of the same by mortgage or charge upon the whole or any part of the property of the Company, present or future, including its uncalled or unissued capital, and may issue bonds, debentures or debenture stock, either charged upon the whole or upon any part of the property of the Company, present or future, or not so charged.

27. If the Directors, or any of them, or any officer of the Company, shall become personally liable for the payment of any sum primarily due from the Company, they may execute, or cause to be executed, any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons so becoming liable as aforesaid from any loss in respect of such liability.

GENERAL MEETINGS

28. A General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding General Meeting) and place as may be prescribed by the Company in General Meeting, or, in default, at such time and at such place as the Directors shall appoint. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other General Meetings shall be called Extraordinary General Meetings.

NOTES

*By an Ordinary Resolution passed on 11th July 1983 the authorised share capital of the Company was increased from £8,000 to £53,812 by the creation of 45812 additional shares of £1 each.

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29. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 114 of the Act. The Directors shall also convene an Extraordinary General Meeting upon receiving a requisition in writing signed by not less than fifty members of the Company and the provisions of Section 114 of the Act shall apply to any such requisition.

NOTICE OF GENERAL MEETINGS

30. Subject to the provisions of Section 117(2) of the Act relating to Special Resolutions, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notices from the Company.

31. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors.

33. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, ten members personally present shall be a quorum.

34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

35. The President, if any, of the Company shall preside as Chairman at every General Meeting of the Company. If there is no such President, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, then the Chairman, if any, of the Board of Directors shall preside. If there is no such Chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, then the Vice-Chairman, if any, of the Board of Directors shall preside. If there is no such Vice-Chairman, or if at any meeting he is not

present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose some one of their number to be Chairman.

36. The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned or of the business to be transacted at an adjourned meeting.

37. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least five members or a member or members holding or representing by proxy and entitled to vote in respect of at least one-tenth part of the issued capital, and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

38. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

40. A poll demanded on the election of a Chairman or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

41. Subject to any special terms as to voting upon which shares may be issued or may for the time being be held, on a show of hands every member present in person shall have one vote, and on a poll every member shall (subject as hereinafter provided) have one vote for every share held by him.

42. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

43. On a poll votes may be given either personally or by proxy. No person shall be appointed a proxy who is not a member of the Company and otherwise entitled to vote at the meeting or poll for which the proxy is

given, except that a corporation may appoint one of its directors or officers a proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of six months from its date, except at an adjourned meeting or on a poll demanded at, or at an adjournment of, a meeting in cases where the meeting was originally held within six months of that date.

44. An instrument appointing a proxy may be in the following form, or any other form which the Directors shall approve:-

**"TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC
COMPANY LIMITED**

I, _____ of _____, being a member of TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY LIMITED, hereby appoint _____ of _____ as my proxy, to vote for me and on my behalf at the (Ordinary or Extraordinary, as the case may be) General Meeting of the Company to be held on the day of _____ and at any adjournment thereof.

Signed this _____ day of _____."

45. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46. A vote given in accordance with the terms of a proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, unless an intimation of the death, revocation or transfer shall have been received at the registered office of the Company one hour at least before the meeting.

DIRECTORS

47. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall not be less than three.

48. A Director shall not be entitled to receive any remuneration in respect of his office as a Director or as an employee of the Club, but any disbursements or travelling expenses properly paid by a Director in the course of his duties shall be refunded to him by the Company.

POWERS AND DUTIES OF DIRECTORS

49. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any regulation of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

50. The Directors shall cause minutes to be made in books provided for the purpose:-

- (A) Of all appointments of officers made by the Directors;
- (B) Of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (C) Of all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors;

and every Director present at any meeting of the Directors or committee of Directors shall sign his name in a book to be kept for that purpose.

- 50A.
- (i) The Directors may from time to time elect a President of the Company and not more than 4 Vice-Presidents.
 - (ii) Any President or Vice-President so elected shall vacate his office if:
 - (a) he becomes bankrupt or makes any arrangement or composition with his creditors generally
 - (b) he becomes of unsound mind
 - (c) he resigns by notice in writing to the Company or
 - (d) the Directors remove him from his office.
 - (iii) Any President of the Company and any Vice-President shall be entitled to receive notice of and to attend General Meetings of the Company.
 - (iv) Any President for the time being shall be entitled to take the Chair at any General Meeting of the Company at which he is present and in the case of an equality of votes, whether on a show of hands or on a poll the President as such Chairman as aforesaid shall be entitled to a casting vote.

- (v) Any President and any Vice-President may perform such duties of a social or public nature on behalf of the Company and shall be entitled to such privileges as the Directors shall determine.
- (vi) Save as aforesaid no President shall be entitled to vote at any General Meeting and no President or Vice-President shall interfere in any way in the management or control of the Company or its affairs.

THE SEAL

51. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of Directors, and, save as to certificates of title to shares, in the presence of two Directors who shall sign every instrument save as aforesaid to which the seal is affixed. The Secretary or such other person as the Directors may appoint for that purpose shall sign every instrument to which the seal of the Company is so affixed.

DISQUALIFICATION OF DIRECTORS

52. The office of Director shall be vacated, if the Director:-
- (A) Ceases to be a Director by virtue of Section 141 of the Act; or
 - (B) Be suspended by the Football Association from taking part in football management; or
 - (C) Becomes bankrupt or suspends payment or compounds with his creditors; or
 - (D) Becomes prohibited from being a Director by reason of any order made under Section 217 or 275 of the Act; or
 - (E) Is found lunatic or becomes of unsound mind; or
 - (F) Resigns his office by notice in writing to the Company; or
 - (G) Absents himself from meetings of Directors during four consecutive months unless he is prevented by illness or his attendance is excused by the other Directors; or
 - (H) Be convicted of an indictable offence.

52A. No person shall be disqualified from being appointed a Director of the Company, and no Director of the Company shall be required to retire from that office, by reason only of the fact that he has attained the age of seventy years.

53. No Director shall be disqualified by his office from contracting with the Company, either as vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided,

nor shall any Director so contracting, or being so interested, be liable to account to the Company for any profit realised by any contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and no Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted; but this prohibition against voting shall not apply to any contract by or on behalf of the Company to give to the Directors, or any of them, any security by way of indemnity or in respect of advances made by them, or any of them, to the Company, or to any contract or dealing with a corporation of which the Directors of this Company or any of them, may be Directors or members, and it may at any time or times be suspended or relaxed to any extent by a General Meeting. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this clause as regards such Director and the said transaction, and after such general notice it shall not be necessary for such Director to give special notice of any particular transaction with that firm or company.

ROTATION OF DIRECTORS

54. At the Ordinary General Meeting in every year two of the Directors for the time being shall retire from office: A retiring Director shall retain his office until the dissolution of the meeting or adjourned meeting at which his successor falls to be elected.

55. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

56. A retiring Director shall be eligible for re-election.

57. The Company at the General Meeting at which a Director retires in manner aforesaid may fill up the vacated office by electing a person thereto, and in default the retiring Director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.

58. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as a Director.

59. No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has, not less than fourteen clear days before the meeting, left at the office of the Company a notice in writing signed by at least two members of the Company of the intention of such members to propose him.

PROCEEDINGS OF DIRECTORS

60. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

61. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three.

62. The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as, their number is reduced below three the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

63. The Directors may elect a Chairman or Vice-Chairman, as the case may be, of their meetings, and determine the period for which he is to hold office; but if no such Chairman or Vice-Chairman is elected, or if at any meeting the Chairman or Vice-Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

64. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.

65. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

66. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the Chairman shall have a second or casting vote.

67. All acts done by any meeting of the Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

DIVIDENDS AND RESERVE

68. The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall (except as by the Act expressly authorised) be payable otherwise than out of the profits of the Company. A larger dividend shall not be declared than the maximum dividend allowed from time to time by the Football Association, and it may be cumulative for a period not exceeding three years. The present maximum

dividend shall be 7.5 per cent. in any year but if the dividend be paid free of income tax the present maximum dividend shall be 5 per cent.

69. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid on the shares. No amount paid on a share in advance of calls shall, while carrying interest, be treated for the purposes of this Article as paid on the share.

70. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall at the discretion of the Directors, be applicable for meeting contingencies, or for equalising dividends, or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit.

71. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

72. Any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto, or in the case of joint holders to any one of such joint holders at his registered address or to such person and such address as the member or person entitled or such joint holders as the case may be may direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the member or person entitled or such joint holders as the case may be may direct. The Company shall not be responsible for the loss of any cheque or warrant so sent.

73. No dividend shall bear interest against the Company.

74. The Company may deduct from any dividend payable to any member all sums of money (if any) presently payable by that member to the Company on account of calls or otherwise.

75. Every dividend shall be paid to those members who shall be the registered holders of the shares at the date of the meeting at which the dividend is declared.

ACCOUNTS

76. The Directors shall cause proper books of account to be kept with respect to -

All sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place;

All sales and purchases of goods by the Company; and

The assets and liabilities of the Company.

77. The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

78. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in General Meeting.

79. At the Ordinary General Meeting in every year the Directors shall lay before the Company a profit and loss account, balance sheet and report as required by Section 123 of the Act, such account and balance sheet being made up to a date not more than six months before the date of such meeting.

80. A copy of every profit and loss account and balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report, shall not less than seven days before the date of the meeting be sent to the registered address of every member.

AUDIT

81. Auditors shall be appointed and their duties regulated in accordance with Sections 132, 133 and 134 of the Act.

NOTICES

82. The signature to any notice, document or account to be given by the Company may be written or printed.

83. A notice or other document may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address.

84. All notices directed to be given to the members shall with respect to any share to which persons are jointly entitled be given to whichever of such persons is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share.

85. Any member described in the register of members by an address not within the United Kingdom, or any holder of a share warrant complying with the requirements of these Articles who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, no member other than a registered member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

86. Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through the post in a prepaid registered letter addressed to the Company, or to such officer, at the office.

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87. Any notice or other document if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter or prepaid registered letter as the case may be.

88. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company have notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares, and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

WINDING UP

89. If the Company shall be wound up, the surplus assets shall be applied: First, in repaying to the members the amount paid on their shares respectively, and if such assets shall be insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the members in proportion to the amount called up on their shares respectively, and no member shall be entitled to have any call made upon other members for the purpose of adjusting his rights; but where any call has been made and has been paid by some of the members, such call shall be enforced against the remaining members for the purpose of adjusting the rights of the members between themselves. If the surplus assets shall be more than sufficient to pay to the members the whole amount paid up on their shares, the balance shall be given to the National Football War Fund or any Benevolent Fund in connection with the Football Association or to some other Club or Institute in the Home Counties of England having objects similar to those contained in the Company's Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the said Home Counties, such club, institution, or charity, to be decided upon and such property apportioned among all or any of such clubs, institutions, or charities by the members of the Company, at or before the time of winding up as they shall direct, or in default of any such decision or apportionment by the members of the Company, the same to be decided upon and apportioned by a Judge of the High Court of Justice, having jurisdiction in such winding up, and as he shall determine, or such balance may be disposed of in such other manner as the members of the Company with the consent of the Council of the Football Association, if then existing, shall determine.

INDEMNITY

90. Every Director, Manager, officer or Auditor of the Company shall be indemnified against any such liability as is referred to in proviso (c) to Section 152 of the Act.

COMPANY NO: 57186

THE COMPANIES ACTS 1985-1989

**AMENDMENT TO THE ARTICLES OF ASSOCIATION OF
THE TOTTENHAM HOTSPUR FOOTBALL AND ATHLETIC COMPANY LIMITED
BY AGREEMENT OF ALL THE MEMBERS**

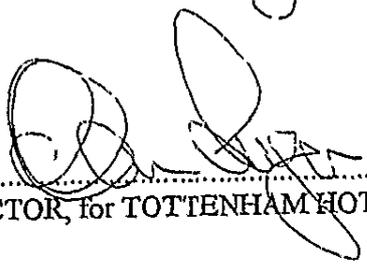
The following agreement in relation to the above named Company (hereinafter called ("the Company")) is duly made by unanimous consent of all members entitled to attend and vote at general meetings of the Company.

We agree that the Articles of Association of the Company be and hereby are amended by the insertion of the following paragraph as Article 52B.

"A member, or members, holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a Director or to fill a vacancy or as an additional Director, and may remove from office any Director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the registered office."

DATED this 14 day of May 1993

SIGNED


.....
DIRECTOR, for TOTTENHAM HOTSPUR PLC


.....
IAN ARCHIE GRAY

