

Company No: 80612

J. H. Lawrence
Secretary

THE COMPANIES ACTS, 1862 to 1900

and

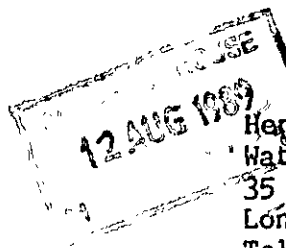
THE COMPANIES ACTS, 1948 to 1980

and

THE COMPANIES ACT 1985

ARTICLES OF ASSOCIATION
OF
THE FOOTBALL LEAGUE, LIMITED

Adopted by Special Resolution passed on 5th June 1981
and altered by Special Resolutions passed on
21st February 1982, 28th April 1986, 15th August 1986,
5th June 1987, 19th January 1988 and 9th June 1989



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PRELIMINARY

1. The Regulations in Table A in the First Schedule to The Companies Act 1862 shall not apply to the Company.

2. In these Articles, unless the context otherwise requires:

"The Football League" means the combination of Football Clubs of that name.

"The League" means The Football League Limited.

"The Management Committee" means the Management Committee for the time being of The League.

"Committee Member" means a member of the Management Committee.

"Full Member" means a Club which is for the time being a member of either the First or the Second Division of The Football League.

"Associate Member" means a Club which is for the time being a Member of either the Third or the Fourth Division of The Football League.

"The Associate Members Advisory Committee" means the Associate Members' Advisory Committee for the time being of The League referred to in Article 122.

"member" means a member of The League.

"The Acts" means the Companies Acts 1948 to 1980 and every statutory modification or re-enactment thereof for the time being in force.

"these articles" mean these articles of association as originally framed or as from time to time altered.

"Office" means the registered office for the time being of The League.

"seal" means the common seal of The League.

"The United Kingdom" means Great Britain and Northern Ireland.

"paid up" means paid up or credited as paid up.

"in writing" means writing, printed or lithographed, or visibly expressed in all or any of those or any other modes of representing or reproducing words.

Words importing the singular number shall include the plural number, and vice versa.

Words importing the masculine gender shall include the feminine gender.

The expression "Secretary" shall (subject to the provisions of the Acts) include an assistant joint or deputy secretary, and any person appointed by the directors to perform any of the duties of the Secretary.

"clear days" in respect of a notice means exclusive of the day on which the notice is served, or deemed to be served, and of the day for which it is given and in respect of receipt of a document by a specified number of "clear days" prior to an event means exclusive of the day on which the document is received and of the day of that event;

Save as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

CAPITAL

3. The share capital of The League at the date of adoption of these articles is £5 divided into 100 shares of 5p each. No part of the said share capital (hereinafter referred to as "the original share capital") shall be called or paid up without the previous sanction of The League in General Meeting and no share in the original share capital shall entitle the holder thereof to any payment in respect of paid-up share capital (if any), dividend, bonus, profit or otherwise.
4. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is required by the next following article), any share in The League may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as The League may from time to time by ordinary resolution determine; and any preference share may be issued on the terms that it is, or at the option of The League is to be liable, to be redeemed, subject to the provisions of the Acts, on such terms and in such manner as may be provided by these articles.

VARIATION OF RIGHTS

5. Whenever the capital of The League is divided into different classes of shares, the special rights attached to any class may be varied or abrogated, either whilst The League is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all the provisions of these articles and of the Acts relating to General Meetings of The League or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.
6. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares and by the creation of further shares ranking in priority thereto, but shall not (unless otherwise expressly provided by these articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto.

SHARES

7. Subject to the provisions of these Articles relating to new shares, any unissued shares for the time being in the capital of The League shall be at the disposal of the Management Committee, and they may (subject to the provisions of the Acts) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Acts.
8. The League shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares of The League or of its holding company (if any), nor shall The League make a loan for any purpose whatsoever on the security of its shares or those of its holding company (if any), but nothing in this article shall be taken to prohibit transactions not prohibited by the Acts.
9. In addition to all other powers of paying commissions, The League may exercise the powers conferred by the Acts of paying commissions to persons subscribing or procuring subscriptions for shares of The League, or agreeing so to do, whether absolutely or conditionally, and any such commissions may be satisfied by the payment of cash or by the allotment of fully or partly paid shares of The League, or partly in the one way and partly in the other: provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Acts and shall not exceed 10

per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The League may also, on any issue of shares, pay such brokerage as may be lawful.

10. No person shall be recognised by The League as holding any share upon any trust, and The League shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these articles otherwise provided or as by law required) any interests in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

MEMBERSHIP

11. No share shall be issued or transferred to or held by any person other than:
- (a) an incorporated Club which is a Full Member;
 - (b) a duly appointed representative of any unincorporated club which is a Full Member;
 - (c) a representative of the Associate Members nominated in accordance with Article 16 hereof.
12. No member shall otherwise than with the consent of the Management Committee hold more than one share.
13. If:
- (a) any person other than a person described in Article 11 hereof shall be holding a share of The League; or
 - (b) any person described in Article 11 shall be holding more than one share otherwise than with such consent as aforesaid; or
 - (c) any member shall cease to be a person entitled to hold a share; or
 - (d) any member shall have been adjudicated bankrupt or had a receiving order made against him or (in the case of a corporate member) if a manager, receiver or administrative receiver shall be appointed in respect of a member or any property of a member or an administrative order shall be made in respect of a member or any property of a member or an order shall be made or an effective resolution passed for the winding up of a member otherwise than for the purpose of reconstruction or amalgamation; or
 - (e) any registered holder for the time being of any share not being one of two or more joint holders entitled to hold such share shall have died;

then and in any such case the Management Committee may immediately give to that member or if he shall be dead his executors or administrators or if he shall have been adjudicated bankrupt his trustee in bankruptcy or (in the case of a corporate member) if any of

the events referred to in (d) above shall have taken place, its manager, receiver or administrative receiver, administrator or liquidator (as the case may be) or any other person entitled to the share and also (except where such registered holder shall be dead and the surviving joint holders are entitled to hold such share) to any joint registered holder of any share registered in the joint names of such member or registered holder and any other person notice in writing requiring the person or persons to whom the notice is given to transfer the share of such member whether solely or (except as aforesaid) jointly held to such one or more persons (hereinafter referred to as "the Transferee") as the Management Committee shall in the notice direct at the price of £1 per share.

14. If any person (hereinafter referred to as "the intended transferor") upon whom a notice pursuant to the preceding Article shall have been served shall fail to execute a transfer in favour of the transferee of the share concerned within 14 days after service on the intended transferor of the said notice the Management Committee may authorise some person to execute the necessary transfer on behalf of that intended transferor and may upon delivery at the Office of such transfer enter in the register of members the name of the transferee as the holder of the relevant share and the share shall thereupon become indefeasibly held by the transferee and The League may receive the purchase price from the transferee and give a good receipt therefor and issue to him a certificate for such share. The transferee shall not be bound to see to the application of the purchase money and after his name has been entered in the register of members in the purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person. The intended transferor shall in any case become bound to deliver up the certificate for the share and on such delivery shall be entitled to receive the said purchase price without interest.
15. The Management Committee shall allot and issue a share or procure the transfer of an existing issued share to each person not already a member to whom a share may be issued or transferred in accordance with Article 11 as soon as reasonably possible upon such person serving a notice in writing upon The League at the Office that he is willing to become a member.
16. The Associate Members shall be entitled to nominate one representative to be a member for each six, or part of six, Associate Members.
17. Every nomination pursuant to Article 16 shall be made at a meeting of the Associate Members. To every such meeting the provisions of these regulations relating to General Meetings shall apply as if the Associate Members were members of The League, but so that each Associate Member present in person or by proxy at the meeting shall be entitled to one vote and no member of the Management Committee shall, by virtue of his membership of such Committee, be entitled to attend or vote at the meeting. A representative may be an individual or an Associate Member and the nomination of any representative who has become a member may be withdrawn by the like resolution.

ASSOCIATE MEMBERS

18. The League shall maintain a register containing the names and addresses of the Associate Members. The League shall send to each

Associate Member a copy of every notice convening a General Meeting of The League and a copy of every balance sheet and profit and loss account, including every document required by law to be annexed thereto, which is to be laid before The League in General Meeting.

LIFE MEMBERS

19. The League may by ordinary resolution elect Life Members, and the Management Committee shall maintain a separate register of the names and addresses of such members. Life Members shall be entitled to receive notices of and to attend at all General Meetings of The League as if they were members of The League, but they shall not be entitled to speak or vote at any meeting.

CERTIFICATES

- 20.(A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all the shares of each class for the time being held by him or, upon payment of such sum not exceeding 5p for every certificate after the first as the Management Committee shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within two months after allotment or the lodgment with The League of the transfer of the shares, not being a transfer which The League is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide and shall be under the seal, and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The League shall not be bound to register more than four persons as the joint holders of any share or shares (except in the case of executors or trustees of a deceased member) and in the case of a share held jointly by several persons, The League shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.
- 20.(B) Share certificates and, subject to the provisions of any instrument constituting or securing the same, certificates issued under the seal in respect of any debentures, need not be signed or countersigned.
21. If a share certificate be lost, destroyed, defaced or worn out, it may be renewed without payment and (in the case of loss or destruction) on such terms (if any) as to evidence and indemnity as the Management Committee think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

LIEN

22. The League shall have a first and paramount lien on every share (not being a fully paid share) for all monies, whether presently payable or not, called or payable at a fixed time in respect of such share; and The League shall also have a first and paramount lien on all shares (other than fully paid shares) registered in the name of a single member for all the debts and liabilities of such member or his estate to The League, and that whether the same shall have been incurred before or after notice to The League of any equitable or other interest in any person other than such member and whether the period

for the payment or discharge or the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of The League or not. The League's lien (if any) on a share shall extend to all dividends or other monies payable thereon or in respect thereof. The Management Committee may resolve that any share shall for some specified period be exempt from the provisions of this article.

23. The League may sell, in such manner as the Management Committee think fit, any shares on which The League has a lien, but no sale shall be made unless some monies in respect of which the lien exists are presently payable, and 14 clear days have expired after a notice in writing, stating and demanding payment of the monies presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.
24. The net proceeds of such sale, after payment of the costs of such sale, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Management Committee may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES

25. The Management Committee may subject to the provisions of these Articles and to any conditions of allotment, from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the amount of the shares or by way of premium): provided that (except as otherwise fixed by the conditions of application or allotment) no call on any share shall exceed one-fourth of the nominal amount of the share or be payable at less than 14 days from the date appointed for payment of the last preceding call, and each member shall (subject to being given at least 14 clear days' notice specifying the time or times and place of payment) pay to The League at the time or times and place so specified the amount called on his shares.
26. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the directors may determine. A call shall be deemed to have been made at the time when the resolution of the Management Committee authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
27. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent per

annum or at such lesser rate as the Management Committee may agree to accept, but the Management Committee shall be at liberty to waive payment of such interest wholly or in part.

28. Any sum which by or pursuant to the terms of issue of a share becomes payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all the purposes of these Articles be deemed to be a call duly made and payable on the date on which, by or pursuant to the terms of issue, the same becomes payable and in case of non-payment all the relevant provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
29. The Management Committee may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.
30. The Management Committee may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and such payment in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is advanced, and The League may pay interest upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, at such rate as the member paying such sum and the Management Committee agree.

FORFEITURE OF SHARES

31. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Management Committee may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
32. The notice shall name a further day (not earlier than 14 clear days from the date of service thereof) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.
33. If the requirements 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 interests due in respect thereof has been made, be forfeited by a resolution of the Management Committee to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture.
34. A forfeited share may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Management Committee shall think fit, and at any time before a sale, re-allotment or disposal the forfeiture may be

cancelled on such terms as the Management Committee think fit. The Management Committee may, if necessary, authorise some person to transfer a forfeited share to any other person as aforesaid.

35. A member whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to The League all monies which at the date of forfeiture were presently payable by him to The League in respect of the shares, with interest thereon at the rate of 10 per cent per annum from the date of forfeiture until payment, and the Management Committee may enforce payment without any allowance for the value of the shares at the time of forfeiture.
36. A statutory declaration that the declarant is a Committee Member or the Secretary of The League, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of The League for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate for the share delivered to a purchaser or allottee thereof, shall (subject to the execution of a transfer if the same be so required) constitute a good title to the share, and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any), nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

37. All transfer of shares shall be effected by transfer in writing in the usual common form or in any other form approved by the Management Committee and need not be under seal.
38. The instrument of transfer shall be signed by or on behalf of the transferor, and in the case of a partly paid share, by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.
39. The Management Committee may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares otherwise than in accordance with Article 11, and they may also refuse to register any transfer of shares on which The League has a lien.
40. The Management Committee may decline to recognise any instrument of transfer, unless:
 - (a) the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Management Committee may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Management Committee may reasonably require to show the right of the transferor to make the transfer; and

(b) the instrument of transfer is in respect of only one class of share.

41. If the Management Committee refuse to register a transfer of any shares they shall, within two months after the date on which the transfer was lodged with The League, send to the transferee notice of the refusal.
42. The registration of transfer of shares or of any class of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the Management Committee may from time to time determine.
43. No fee shall be charged in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares.
44. All instruments of transfer which shall be registered shall be retained by The League, but any instrument of transfer which the Management Committee may refuse to register shall (except in any case of fraud) be returned to the person depositing the same.
45. Nothing in these articles shall preclude the Management Committee from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

STOCK

46. The League may by ordinary resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination.
47. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Management Committee may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of each of the shares from which the stock arose.
48. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages in all respects as if they held the shares from which the stock arose.
49. All the provisions of these Articles applicable to paid up shares shall apply to stock, and in all such provisions the words "share" and "member" shall include "stock" and "stockholder" respectively.

INCREASE OF CAPITAL

50. The League may from time to time by special resolution increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe.
51. The League may by special resolution direct that the new shares, or any of them, shall be offered in the first instance to the members, or

to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares, or shares of class, held by them respectively, and make any other provisions as to the terms of issue of the new shares or the persons to whom they shall be issued. If no such direction is made, or so far as the same shall not extend, the new shares shall be at the disposal of the Management Committee, who may (subject to the provisions of the Acts) allot, grant options over, or otherwise dispose of them to such persons and on such terms as they shall think fit.

52. All new shares shall be subject to the provisions of these Articles with references to payment of calls, lien, forfeiture, transfer, transmission and otherwise, and, unless otherwise provided by these Articles, by the resolution creating the new shares or by the conditions of issue, the new shares shall be ordinary shares.

ALTERATION OF CAPITAL

53. The League may 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, and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (c) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject nevertheless to the provisions of the Acts), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as The League has power to attach to unissued or new shares;

and may by special resolution reduce its share capital and any capital redemption reserve fund and any share premium account in any manner authorised by the Acts.

Whenever as a result of any consolidation of shares any members would become entitled to fractions of a share, the Management Committee may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Management Committee may authorise some person to transfer the shares representing the fractions to the purchaser thereof, whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

GENERAL MEETINGS

54. The League shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than 15 months shall elapse between the date of one Annual General Meeting of The League and that of the next. Subject as aforesaid and to the provisions of the Acts, the Annual General Meeting shall be held at such time and place as the Management Committee may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
55. The Management Committee may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened of such requisition, or in default may be convened by such requisitionists, as provided by the Acts.

NOTICE OF GENERAL MEETINGS

56. An Annual General Meeting and an Extraordinary General Meeting for the passing of a special resolution shall be called by 21 clear days' notice at the least, and all other Extraordinary General Meetings shall be called by 14 clear days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those if any who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, and to the auditors for the time being of The League.
57. In every notice calling a meeting of The League there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a member.
58. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING

59. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring dividends, the consideration of the accounts and balance sheet and the reports of the Management Committee and auditors and other documents required to be annexed to the balance sheet, and the appointment of and the fixing of the remuneration of the auditors.
60. Where, by any provision contained in the Acts, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to The League not less than 28 clear days (or such shorter period as the Acts permit) before the meeting at which it is moved. The League shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Acts.

61. No business shall be transacted at any General Meeting unless a quorum is present. Save as in these Articles otherwise provided, 25 members (being individuals) who are present in person or (being Corporations) are present by a representative and in each case entitled to vote at the meeting shall be a quorum for all purposes.
62. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by 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, or to such other day and at such other time and place as the members then present may determine, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting the members present shall be a quorum provided that there shall not be less than five members present in person in default of which the meeting shall be dissolved.

63. The President if any of the Management Committee shall preside as chairman at every General Meeting of The League, or if there is no such President, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act then one of the members of the Management Committee shall be chairman of the meeting.
64. Subject to the provisions of Article 61, if at any meeting there is no member of the Management Committee willing to act as chairman or if no member of the Management Committee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
65. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, seven clear days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.
66. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded:
 - (a) by the chairman; or
 - (b) by not less than five members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (d) by a member or members holding shares of The League conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of The League shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 67. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority:
 - (a) to demand or join in demanding a poll, (and so that for the purposes of the last preceding article a demand by a person as proxy for a member shall be the same as a demand by the member); and
 - (b) to vote on a poll on the election of a chairman and on a motion to adjourn a meeting.
- 68. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and it shall in the opinion of the chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.
- 69. If a poll is duly demanded, it shall be taken in such manner as the chairman may direct (including the use of ballot papers) and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.
- 70. 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 and place as the chairman directs not being more than 30 days from the date of the meeting or the adjourned meeting at which the poll was demanded.
- 71. 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 further or casting vote.
- 72. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- 73. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.
- 74. Each Committee Member shall be entitled to attend and speak at any General Meeting of The League but (other than in respect of any share

held by a Committee Member pursuant to paragraph (b) or (c) of Article 11) shall not be counted in the quorum present at such meeting or be entitled to vote in respect of any share held by him.

75. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, every member being a First Division Club present by a representative or proxy shall have one and a half votes whether on a show of hands or on a poll, whilst every other member who (being an individual) is present in person or (being a corporation) is present by a representative or proxy, shall have one vote and on a poll every such other member who is present in person or by proxy shall have one vote whether or not he holds more than one share, provided that no Member who is nominated as representative of the Associate Members shall be entitled to vote on a resolution to delete Article 16 or make any admendment thereto.
76. In the case of joint holders of a share, 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 in respect of the share.
77. No member shall, unless the Management Committee otherwise determine, be entitled in respect of any shares held by him to vote at any General Meeting either in person or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of those shares have been paid.
78. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
79. Any person (whether a member or not) may be appointed to act as a proxy.
80. The instrument appointing a proxy shall be in writing in the usual common form or such other form as may be approved by the Management Committee, and shall be signed by the appointer or by his attorney duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney duly authorised in writing.
81. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting or in any instrument of proxy sent out by The League in relation to the meeting, not less than 48 hours before the time appointed 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 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a

poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

82. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal, or the revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have received by The League at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.
83. The Management Committee may at the expense of The League send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any separate meeting of the holders of any class of shares of The League either in blank or nominating in the alternative any one or more committee members or any other persons. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at The League's expense, they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES

84. Any corporation which is a member of The League may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of The League, or at any separate meeting of the holders of any class of shares of The League, and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of The League.

THE MANAGEMENT COMMITTEE - GENERAL PROVISIONS

85. The affairs of The League shall be governed by the Management Committee, who may do all such acts, and exercise all such powers of The League, as may be required to give effect to the objects as described in the provisions of the Memorandum of Association, and which are not by statute, or by the Regulations of The Football League or Articles of Association of The League required expressly or impliedly to be done or exercised by The League in General Meeting.
86. The Management Committee shall be the Directors of The League within the meaning of The Acts.
87. The Management Committee shall consist of eight Committee Members, four elected by and from Clubs in the First Division of the Football League, three elected by and from Clubs in the Second Division of the Football League, and one elected by and from the Associate Members. No person shall be eligible for election to the Management Committee unless he is a Director of a Full Member or an Associate Member. The President of the Management Committee shall be elected from the members of the Management Committee by a simple majority of the votes cast by those entitled to vote in accordance with Article 75.

- 88.(1) Each Committee Member appointed to fill a vacancy arising upon the retirement of a Committee Member at the end of his two year term shall, subject to sub-Articles 88.(2), 88.(3), 88.(4), 88.(5) and 88.(6), Article 99 below or unless he ceases to hold office earlier by reason of a casual vacancy hold office until the second Annual General Meeting after the meeting at which he is appointed (the rule that each member of the Management Committee shall be the subject of a retirement and a re-election every two years being hereafter referred to as "the Two year Rule"). Each Committee Member appointed to fill a casual vacancy or to fill a vacancy arising upon the retirement of a Committee Member pursuant to sub-Articles 88.(2), 88.(3), 88.(4), 88.(5) and 88.(6) or Article 99 below shall, subject to those Articles or unless he ceases to hold office earlier by reason of a casual vacancy, hold office until the Annual General Meeting at which the person in whose place he is appointed would have retired had he continued in office and retired by reason of the Two Year Rule. A Committee Member retiring at an Annual General Meeting shall retain office until the conclusion of that meeting. A person elected at an Annual General Meeting to the office of President shall take office at the conclusion of the Annual General Meeting at which he is elected. A person elected at the annual meeting of the Associate Members as the representative of the Associate Members shall take office at the conclusion of the Annual General Meeting immediately following the meeting of the Associate Members at which he is elected.
- 88.(2) If a Club of which a Committee Member is a Director retires as an Associate Member to be replaced by the Champion Club from the Gola League, that Committee Member shall retire from office immediately on such Club's retirement as an Associate Member.
- 88.(3) If the club of which the Committee Member representing the Associate Members is a Director is promoted from The Third Division to the Second Division of The Football League, that Committee Member shall retire from office at the conclusion of the Annual General Meeting following the promotion of such club.
- 88.(4) If a Second Division Club of which a Committee Member is a Director is promoted to the First Division of The Football League that Committee Member shall retire from office at the conclusion of the Annual General Meeting following the promotion of such Club.
- 88.(5) If a Second Division Club of which a Committee Member is a Director is relegated to The Third Division of The Football League that Committee Member shall retire from office at the conclusion of the Annual General Meeting following the relegation of such club.
- 88.(6) If a First Division Club of which a Committee Member is a Director is relegated to the Second Division of The Football League, that Committee Member shall retire from office at the conclusion of the Annual General Meeting following the relegation of such club.
89. No person shall be eligible for election to the office of President upon the retirement of a Committee Member from such office pursuant to the Two Year Rule or pursuant to Article 99 below unless he is a member of the Management Committee and is otherwise eligible pursuant to these Articles at the time the election for that office shall take place. Candidates for election to the office of President may be

proposed by any Full Member or any member holding a share as a representative of the Associate Members.

90. No person shall be eligible for election to the office of Committee Member as representative of the First Division Clubs or of the Second Division Clubs upon the retirement of a Committee Member from office pursuant to the Two Year Rule or pursuant to Article 99 below unless he is a Director of a Full Member in the appropriate Division and is otherwise eligible pursuant to these Articles at the time the election for that office takes place. Candidates for election to the office of Committee Member shall in the case of representatives of the First Division Clubs be proposed by any Full Member in that Division and shall in the case of representatives of the Second Division Clubs be proposed by any Full Member in that Division.
91. No person shall be eligible for election to the office of Committee Member as the representative of the Associate Members upon the retirement of a Committee Member from such office pursuant to the Two Year Rule or pursuant to Article 99 below unless he is a Director of an Associate Member and is otherwise eligible pursuant to these Articles at the time the election of that office takes place. Candidates for election to the office of Committee Member as the representative of the Associate Members may be proposed by any Associate Member.
92. Proposals of candidates for election to the Management Committee or to the office of President upon the retirement of a Committee Member from such office pursuant to the Two Year Rule or pursuant to Article 99 below must:
 - (A) be signed by the Chairman and Secretary of the proposer;
 - (B) state the full name and address of the person proposed; and
 - (C) be received at the Office not later than 31 days before the Annual General Meeting at which the retirement giving rise to the vacancy in office is to take place.

Provided he is eligible for election a retiring Committee Member shall be deemed to have been validly proposed for re-election.

93. A list of the offices becoming vacant at each Annual General Meeting pursuant to the Two Year Rule or pursuant to Article 99 below, shall be sent to all members and the Associate Members at least 60 clear days before the date of that Annual General Meeting. A list of the candidates for election to each such office shall be sent to all persons entitled to vote upon the relevant election at least 21 clear days before the date of the meeting at which the relevant vote will be taken.
94. (1) The Clubs in the First Division (2) the Clubs in the Second Division and (3) the Clubs in the Third and Fourth Divisions (each such group of Clubs being hereinafter referred to as a "group") shall elect their respective representatives on the Management Committee in accordance with the following procedure:-
 - (a) Each of the Clubs in each group shall, if they so wish, deliver to the Secretary by not later than the close of business 31

clear days prior to the Annual General Meeting at the conclusion of which Committee Members retire pursuant to the Two Year Rule, the name or names of candidates for election as representing the Clubs in that group. In addition, any Club which, by the time of that Annual General Meeting, and as a consequence of the procedures for promotion and relegation from one Division to another laid down in the Regulations of The Football League, may become a member of a different group, may also, if it so wishes, deliver by such time, the name or names of candidates for election as representing the Clubs in that different group.

- (b) Each such candidate put forward for election under paragraph (a) shall be eligible for election as a representative of a group only if, at the time of the Annual General Meeting at which votes for such election are to be cast, (i) the Club which put his name forward is a member of that group; and (ii) the candidate himself is a Director of a Club which is a member of that group.
 - (c) If in any group there are nominations for not more than the number of representatives which that group is entitled by virtue of the provisions of Article 87, to have on the Management Committee (such number being hereinafter referred to as the "Representative Number"), then those candidates nominated shall be deemed elected to the Management Committee.
 - (d) If in respect of any group there are more candidates nominated than the Representative Number, each Club in that group shall vote at the relevant Annual General Meeting in favour of the Representative Number of candidate(s) of its choice. In each of the three groups the relevant Representative Number of those candidates receiving the highest number of votes shall be declared elected to the Management Committee.
 - (e) In the event that no candidate shall be proposed, the retiring Committee Member shall be deemed to have been re-elected unless he is no longer eligible for election, and if no such retiring Committee Member shall be elected, the office shall be filled on the basis of a casual vacancy.
 - (f) The candidates appointed to the Management Committee pursuant to the provisions of this Article shall take office at the end of the Annual General Meeting at which the persons in whose place they are appointed retire pursuant to the Two Year Rule.
95. The office of a Committee Member shall be vacated immediately in any of the following events:-
- (a) if he resigns his office by notice in writing under his hand sent to or left at the Office; or
 - (b) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) if in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder, for his detention or for the appointment of a guardian or receiver or other person (by

whatever name called) to exercise powers with respect to his property or affairs; or

- (d) if he is absent from meetings of the Management Committee for six successive months without leave and the Management Committee resolve that his office be vacated; or
 - (e) if he becomes prohibited from being a Director or is removed from office or ceases to be a director pursuant to The Acts; or
 - (f) if he ceases to be a Director of a club which is a member of The League (otherwise than in circumstances in which sub-Article 88(2) shall apply); or
 - (g) if he becomes a Professional Player of a club; or
 - (h) if the Club of which he is a director gives notice pursuant to Regulation 10 (1).
96. Unless the person whose retirement from or vacation of office gives rise to the vacancy would have retired pursuant to the Two Year Rule prior to the filling of the vacancy in accordance with the following provisions, in which case Article 94 shall apply, a vacancy in any office of the Management Committee arising other than pursuant to the Two Year Rule or Article 99, shall be filled in accordance with the following provisions:-
- (a) if the vacancy arises in respect of a Committee Member elected by Clubs in the First or Second Division of The Football League, notice of the vacancy shall be sent to the members of the relevant Division and, if the vacancy arises in respect of the Committee Member elected by the Associate Members, notice of the vacancy shall be sent to all the Associate Members and, in each case, within fourteen days of the date the vacancy occurs;
 - (b) if the vacancy is in the office of a representative of the First or Second Division of The Football League, any Member of the Division in which the vacancy occurs may (within such period as the Management Committee may from time to time determined) propose a candidate as the representative of that Division. If only one candidate is proposed, that candidate shall be elected. Otherwise an election shall take place by ballot of the members of the Division concerned;
 - (c) if the vacancy is in the office of the representative of the Associate Members any Associate Member may (within such period as the Management Committee may from time to time determined) propose a candidate for election as the representative of the Associate Members. If only one candidate is proposed, that candidate shall be elected. Otherwise an election shall take place by ballot of the Associate Members;
 - (d) no person shall be elected to any office pursuant to a casual vacancy unless he is eligible for election to that office in accordance with the provisions of these Articles at the time of the relevant ballot or the closing date for the receipt of proposals (as the case may be);

- (e) proposals of candidates for election to the Management Committee pursuant to a casual vacancy must (a) be signed by the Chairman and Secretary of the proposer; (b) state the full name and address of the person proposed; and (c) be received at the Office by such date as the Management Committee shall determine;
 - (f) the ballots referred to above shall be conducted as soon as is convenient in accordance with such procedures as the Management Committee may from time to time determine. Successful candidates shall take office on the completion of the ballot or, if only one candidate is proposed, on the closing date for the receipt of proposals;
 - (g) notice of the filling of any vacancy pursuant to the provisions of this article shall be sent to all members and Associate Members within seven days.
97. No professional Player of a club shall be eligible for election to the Management Committee.
- 98.(1) No person shall be eligible for election to the Management Committee if he has attained the age of 70.
- 98.(2) A member of the Management Committee shall vacate his office at the conclusion of the Annual General Meeting commencing next after he attains the age of 70 provided that acts done by a person as a member of the Management Committee shall be valid notwithstanding that it is afterwards discovered that his appointment had terminated by virtue of this paragraph.
- 98.(3) Where a person retires by virtue of the last foregoing paragraph no provision for the automatic proposal or re-appointment of retiring members of the Management Committee shall apply to him.
- 98.(4) Paragraphs 98.(1) and 98.(2) of this Article shall not apply to a member of the Management Committee who was in office on 17th June 1977 and who has attained the age of 70 at the date of the adoption of this article. Any such member shall retire at the conclusion of the Annual General Meeting held in 1986.
99. Any person retiring as a member of the Management Committee pursuant to the Two Year Rule, or pursuant to Article 88.2 or 88.3 and who is not re-elected who has served a total period of 15 years as a member of the Management Committee and any person retiring by virtue of Article 99 shall become an honorary life Vice-President but such life Vice-Presidency shall not carry with it any of the powers or obligations of membership of the Management Committee.
100. Nothing contained in Articles 87 to 100 shall invalidate the appointment of any member of the Management Committee holding office at the date of the adoption hereof and such appointments shall be deemed for all purposes to have been valid and effective.

COMMITTEE EXPENSES

101. Committee Members and members of such other committees connected with the business of The League as the Management Committee may from time

to time approve shall be entitled to be paid their expenses of attending General Meetings, meetings of the Management Committee and any such other committee. The expenses so payable may include first class rail travel, car mileage expenses and living expenses (inclusive of hotel and accommodation expenses) in respect of each day and night during which such persons are absent from home by reason of the attendances referred to above at such rate or rates as The League by ordinary resolution or the Management Committee may from time to time decide.

CONTRACTS WITH COMMITTEE MEMBERS

102. The League shall not make a loan to any Committee Member nor enter into any guarantee or provide any security in connection with a loan made to a Committee Member by any other person, but nothing in this Article shall prohibit anything not prohibited by the Acts.
103. A Committee Member may hold any other office or place or profit under The League (other than the office of auditor) in conjunction with his office of Committee Member and may act in a professional capacity to The League, on such terms as to tenure of office, remuneration and otherwise as the directors may determine.
104. No Committee Member or intending Committee Member shall be disqualified by his office from contracting with The League nor shall any such contract, or any contract or arrangement entered into by or on behalf of The League in which any Committee Member is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Committee Member so contracting or being so interested be liable to account to The League for any profit realised by any such contract or arrangement by reason of such Committee Member holding that office or of the fiduciary relation hereby established.
105. Any Committee Member may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by The League or in which The League may be interested, as a member or otherwise, and no such Committee Member shall be accountable for any remuneration or other benefits received by him as a director or other officer or member of or from his interest in, any such other company.
106. A Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with The League shall declare the nature of his interest at a meeting of the Management Committee. In the case of a proposed contract the declaration shall be made at the meeting of the Management Committee at which the question of entering into the contract is first taken into consideration, or, if the Committee Member was not at the date of that meeting interested in the proposed contract, at the next meeting of the Management Committee held after he became so interested. In a case where the Committee Member becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Management Committee held after the Committee Member becomes so interested. In a case where the Committee Member is interested in a contract which has been made before he was appointed a Committee Member the declaration shall be made at the first meeting of the Management Committee held after he is so appointed.

107. For the purpose of the last preceding Article a general notice given to the Management Committee by any Committee Member to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with the company or firm shall (if such Committee Member shall give the same at a meeting of the Management Committee or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Management Committee after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.
108. The Management Committee may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of The League, or of any company which is a subsidiary of The League or if a full member or associate member of The League or is otherwise allied to or associated with The League or any such subsidiary or any such full member or associate member or who may be or have been directors or officers of The League or of any such other company as aforesaid or any such full member or associate member, and the wives, widows, families and dependents of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of The League or of any such other company as aforesaid or any such full member or associate member or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid or any such full member or associate member.
109. The Management Committee may (from time to time with the sanction of The League in General Meeting) exercise all the powers of The League to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities.
110. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to The League shall be signed, drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time by resolution determine

PROCEEDINGS OF MANAGEMENT COMMITTEE

111. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The President shall act as chairman at all meetings of the Management Committee, save that in his absence the Committee Members present shall elect a chairman. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Committee Member may and the secretary on the requisition of a Committee Member shall, at any time summon a meeting of the Management Committee. It

shall not be necessary to give notice of a meeting of the Management Committee to any Committee Member for the time being absent from the United Kingdom.

112. The quorum necessary for the transaction of the business of the Management Committee may be fixed by the members in General Meeting and unless so fixed at any other number shall be five.
113. Save as herein provided, a Committee Member shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest or otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through The League. A Committee Member shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- 114.(A) A Committee Member shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:
 - (i) the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of The League or any of its subsidiaries or any full member or associate member;
 - (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of The League or any of its subsidiaries or any full member or associate member for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
 - (iii) any proposal concerning any other company (including full member or associate member) in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of or beneficially interested in 1 per cent or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this article to be a material interest in all circumstances);
 - (iv) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes.
- 114.(B) If any question shall arise at any meeting as to the materiality of a Committee Member's interest or as to the entitlement of any Committee Member to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Committee Member shall be final and conclusive except in a case where the nature or extent of the

interests of the Committee Member concerned have not been fairly disclosed.

- 114.(C) The League may by ordinary resolution suspend or relax the provisions of this or the last preceding Article to any extent or ratify any transaction not duly authorised by reason of a contravention of such provisions.
115. The continuing Committee Members or a sole continuing Committee Member may act notwithstanding any vacancies in the Management Committee, but if and so long as the number of Committee Members is reduced below the number fixed by or pursuant to these Articles as the quorum of the Management Committee the continuing Committee Members or Committee Member may act for the purpose of summoning general or other meetings of The League, but not for any other purpose. If there be no Committee Members or Committee Member able or willing to act, then any two full members may summon a General Meeting for the purpose of appointing Committee Members.
116. A resolution in writing signed by all the Committee Members for the time being entitled to receive notice of a meeting of the Management Committee shall be as effective as a resolution passed at a meeting of the Management Committee duly convened and held, and may consist of several documents in the like form each signed by one or more Committee Members.
117. A meeting of the Management Committee for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Management Committee.
118. The Management Committee may delegate any of their powers to committees consisting of such members or member of their body or such other persons 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 Management Committee.
119. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Management Committee, so far as the same are applicable and are not superseded by any regulations made by the Management Committee under the last preceding Article.
120. All acts done bona fide by any meeting of the Management Committee, or of a committee of the Management Committee or by any person acting as a Committee Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Committee Member, or person acting as aforesaid, or that they or any of them were disqualified, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Committee Member and had been entitled to vote.
- 121.(1) The Associate Members' Advisory Committee shall consist of eight representatives of the Associate Members (elected in such manner as the Management Committee may determine) who shall undertake such

administrative duties relating to the Associate Members as the Management Committee may from time to time determine.

- 121.(ii) The members of the Associate Members' Advisory Committee shall elect from their number (in such a manner as they may determine) a Chairman and a Vice-Chairman, each of whom shall retain such position (subject to the provisions of paragraph 121.4 of this Article) for as long as he shall remain a member of the Associate Members' Advisory Committee.
- 121.(iii) Each of the eight members of the Associate Members' Advisory Committee shall, subject as follows, serve for a period of two years. If any such member shall be a Director or Committee-man of a Club which shall cease to be an Associate Member such member shall thereupon vacate his office as such (and, if relevant, his position as Chairman or Vice-Chairman).
- 121.(iv) Subject as aforesaid, the constitution of the Associate Members' Advisory Committee, the appointment, removal, retirement and disqualification of members of such Committee, the regulations applicable to the proceedings, the expenses thereof and all other matters relating thereto shall be determined from time to time by the Management Committee.

SECRETARY

122. The Secretary shall be appointed and may be removed by the Management Committee without prejudice to any claim for breach of any contract between the Secretary and The League.
123. Anything by the Acts required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of The League authorised generally or specially in that behalf by the Management Committee.

SEAL

124. The Management Committee shall provide for the safe custody of the seal and the seal shall never be used except by the authority of a resolution of the Management Committee or of a committee of the Management Committee authorised in that behalf by the Management Committee. The Management Committee may from time to time make such regulations as they think fit (subject to the provisions of these Articles in relation to share and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed, and until otherwise so determined every such instrument shall be signed by one Committee Member and shall be countersigned by the Secretary.

ACCOUNTS

125. The Management Committee shall cause proper books of account to be kept in accordance with the Acts.
126. The books of account shall be kept at the office, or (subject to the provisions of the Acts) at such other place as the Management

Committee think fit, and shall always be open to inspection by the Committee Members. No member (other than a Committee Member) shall have any right of inspecting any account or book or document of The League except as conferred by statute or authorised by the Management Committee or by The League in General Meeting.

NOTICES

127. Any notice of document may be given or served by The League on any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his address as appearing in the register of members or to him care of the secretary or other officer of the club of which he is the representative. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
128. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give to The League 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 member described in the register of members by an address within the United Kingdom, shall be entitled to receive any notice from The League.
129. Any member present, either in person or by proxy, at any meeting of The League shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was convened.
130. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which, before his name and address are entered in the register of members, shall be duly sent to the last registered address of the person from whom he derives his title to such share.
131. Any notice or other document required to be served by The League on any member, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.
132. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead, bankrupt, of unsound mind or (being a corporation) in liquidation, and whether or not The League has notice of the death, bankruptcy, insanity or liquidation of such member, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holders, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

133. If upon the winding up or dissolution of The League there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of The League, but shall be given or transferred to trustees to be held upon trusts for the benefit of old or incapacitated players or to such institution or institutions having objects wholly or partially similar to the objects of The League as shall be determined by the members of The League at or before the time of dissolution or by the Management Committee after such dissolution, or in default thereof by such Judge of the High Court of Justice as may have jurisdiction in the matter, and if and so far as effect cannot be given to such provision then to some charitable object.