

THE COMPANIES ACTS 1985 – 1989  
COMPANY LIMITED BY SHARES  
ARTICLES OF ASSOCIATION  
OF  
THE CARLISLE UNITED ASSOCIATION FOOTBALL CLUB (1921) LIMITED  
(Amended by Special Resolution of the Company passed on 10<sup>th</sup> November 2005)  
PRELIMINARY

1. (a) The Company is a private Company and the regulations contained in Table A in the Schedule to the Companies (Table A-F) regulations 1985 (in these Articles called “Table A”) shall constitute the regulations of the Company save in so far as they are varied or excluded by or are inconsistent with these Articles.
- (b) In these Articles the expression “the Act” means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- (c) The Members and Directors of the Company shall so exercise their rights, powers and duties and shall where appropriate use their best endeavours to ensure that others conduct themselves so that the business affairs of the Company are carried out in accordance with the rules and Regulations of The Football Association Limited (“The Football Association”) for the time being in force.
- (d) No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing

by The Football Association fourteen days or more before the day on which the alteration is proposed to take place.”

2. Regulations 24, 73 to 80 (inclusive) and 94 to 97 (inclusive) of Table A shall not apply to the Company.

## SHARES

3. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any shares in the Company at any rate not exceeding 10 per cent of the price at which the said shares are issued.
4. (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (b) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.  
  
(b) In accordance with Section 91 (1) of the Act Sections 89(1) and Sections 90(1) to (6) inclusive of the Act shall be excluded from applying to the Company.
5. The Company in general meeting may give the Directors any authority required under Section 80 of the Act in respect of relevant securities as defined in that section and any such authority may be general or for a particular exercise of the powers requiring such authority and may be unconditional or subject to conditions provided that any such authority shall state the maximum number of relevant securities to which it applies and the date being not more than five years from the date of the passing of the resolution granting the authority on which the authority will expire.

## LIEN

6. The lien conferred by clause 8 in Table A shall attach also to fully paid up shares, and the Company shall also have a first and paramount lien on all shares whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Clause 8 of Table A shall be modified accordingly.

## BORROWING POWERS

7. The Directors may raise or borrow for the purposes of the Company's business such sum or sums of money without limit as they think fit and subject (in the case of any security convertible into shares) to Section 80 of the Act to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge or standard security upon the whole or any part of the property and assets of the Company present and future, including its uncalled capital, or by the issue at such price as they may think fit, of Bond Debentures, or Debenture Stock or other securities either charged upon the whole or any part of the property and assets of the Company or not so charged, or in such other way as the Directors may think expedient.
8. A Register of the Holders of the Debentures of the Company shall be kept at the Registered Office of the company and shall be open to the inspection of Registered Holders of such Debentures and of any Members of the Company, subject to such restrictions as the Company in general meeting may from time to time impose. The Directors may use such Register for such period or periods as they may think fit, not exceeding in aggregate thirty days in each year.

## TRANSFER OF SHARES

9. (a) The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share.
- (b) Any Member may transfer the whole (but not part) of its shareholding in the Company to a Member of the same Group.
- (c) In this Article 9 the expression "Member of the same Group" means a subsidiary of a Member a holding company of a Member or a subsidiary of any such holding company and the expression "subsidiary" or "holding company" and "equity share capital" shall have the respective meanings assigned to them in Section 736 of the Act.

## DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine the number of Directors shall be not less than one nor more than fifteen.
11. A Director including an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any general meeting of and at any separate meeting of the holders of any class of shares in the Company.
12. The remuneration of the Directors shall from time to time be determined by the Board of Directors. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties, including any such expenses incurred in connection with their attendance at meetings of Directors.
13. The office of Director shall be vacated if such person is subject to a decision of The Football Association that such person be suspended from holding

office or from taking part in any football activity relating to the administration or management of a football club.

14. Clause 64 in Table A shall not apply to the Company.
15. The Directors shall not be required to retire by rotation and clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
16. (a) A Director (including an alternate Director) may vote at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same, be taken into account in calculating the quorum present at the meeting).
- (b) Clauses 94 – 97 (inclusive) in Table A shall not apply to the Company.
17. (a) The Company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- (b) The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 10 above as the maximum number of Directors.

#### GENERAL MEETING

18. (a) The quorum for the transaction of business at any general meeting shall be two Members entitled to attend and vote as such meeting present in person or by proxy.

- (b) A poll may be demanded at any general meeting by the Chairman or by any Member present in person or by proxy and entitled to vote and regulation 46 shall be modified accordingly.
  - (c) A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.
19. Anything that may be done by resolution of the Company in general meeting, or by resolution of a meeting of any class of Members of the Company, may instead be effected by a unanimous written resolution.
20. The provisions of Sections 381(a), 381(b), 381(c), and 382(a) and Schedule 15A of the Act shall apply in relation to the passing of a written resolution.

#### INDEMNITY

21. Subject to the provisions of and so far as may be consistent with the Statutes but without prejudice to any indemnity to which a Director may be otherwise entitled every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

## NOTICES

22. Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
23. On the winding-up of the Company the surplus assets shall be applied, first, in repaying the Members the amount paid on their shares respectively. If such assets are 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. No Member shall be entitled to have any call upon other Members for the purpose of adjusting the Members' rights; but where any call has been made and has been paid by some of the Members such call may 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 upon their shares, the balance shall be given by the Members of the Company, at or before the time of dissolution as they shall direct, to The Football Association Benevolent Fund, or to some club or institute in the City of Carlisle having objects similar to those set out in the Memorandum of Association, or to any local charity, or charitable or benevolent institution situate within the said City of Carlisle.

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 or dissolution and as he shall determine. Alternatively, 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, as then existing, shall determine."