

149117

THE COMPANIES ACT 1985

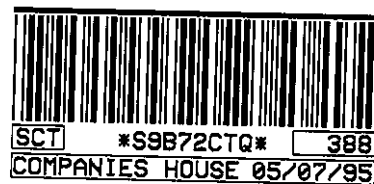
COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED

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Burnett & Reid
Advocates in Aberdeen



COMPANY NO 149117

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED
(As adopted by Special Resolutions passed

- I. The name of the Company is Inverness Thistle and Caledonian F.C. Limited.
- II. The Registered Office of the Company will be situated in Scotland.
- III. The objects for which the Company is established are:
 1. The promotion and development of Association Football in all its branches for the benefit of the Town of Inverness and its environs, without distinction of political religious or other opinions.
 2. To carry on any other business which may be advantageously carried on in connection with any of the objects of the Company.
 3. To amalgamate with any person, firm or company whose objects are within the objects of the Company, and that either by sale of the whole business, property and assets of the Company, or by purchase of the whole business, property and assets of such other company.
 4. To enter into or withdraw from any partnership, consortium, joint working arrangement, profit sharing arrangement, or other similar agreement, with others or with any agency for any company, firm or person.
 5. To establish or promote, concur or assist in establishing or promoting any other company for the purpose of acquiring all or any of the property or rights of the Company, and undertaking all or any of its liabilities or of undertaking any business or operations which may appear likely to assist or benefit the Company.
 6. To subscribe for, take, purchase, or otherwise acquire and hold shares, stocks, securities of or other interest in any other company, association or firm having objects

altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

7. To purchase, lease or otherwise acquire any heritable or moveable property, which the Company may think necessary or convenient for the purpose of its business, and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
8. To give consideration for any property or rights acquired by the Company including without limitation in cash, bills or promissory notes, loan notes, debentures or in shares of the Company, or by means of any security or obligation which the Company has power to issue, or in any or all of these modes.
9. To sell or otherwise dispose of the whole rights and assets of the Company, or any part thereof, for such consideration as the Company shall think fit, including the shares, stock, debentures, or securities of any other company, association, firm or person.
10. To subscribe for, underwrite, purchase or otherwise acquire and hold (either absolutely or in security), and to sell, exchange, surrender, convert, dispose of and deal with shares, stocks, bonds, debentures, mortgages, securities, policies, book debts, business concerns and undertakings of all kinds.
11. To enter into any arrangements with any governments or authorities (municipal, local, or otherwise) or any corporations, companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, corporation, company, firm or person, any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, contractors, decrees, rights, privileges, and concessions.
12. To apply for, take out, register, or acquire by purchase or otherwise, any letters patent, patent licences or other patent rights, trade or service marks or designs or inventions, trade names, copyright, secret processes and all other intellectual property rights in any part of the world, and to disclaim, alter or modify the same or grant licences in respect thereof, or otherwise turn to account the rights so acquired.
13. To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's undertaking, property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
14. To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, cheques, bills of exchange, bills of lading, warrants, and other negotiable

transferable instruments.

15. To invest and deal with the monies of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
16. To lend money and to make advances with or without security to any company, firm or person, and in particular to lend and advance money to companies, firms or persons owning or engaging in any business similar to that of the Company, or to customers and others having dealings with the Company.
17. To grant, undertakings, guarantees and indemnities in respect of the indebtedness or obligations of any person, firm, company or other body including in particular (but without limiting the generality of the foregoing) any company which is for the time being the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company all as defined by Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force or any company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such undertakings, guarantees and indemnities to assign, dispoise, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the company including uncalled capital, or in any manner of way as the Company shall think fit, with or without consideration and regardless of whether or not the Company derives any benefit therefrom.
18. To support and subscribe to any charitable or public object and any institution, society or club.
19. To give pensions, gratuities or charitable aid to any person or persons who may have served the Company (including Directors or ex-Directors and other officers of the Company), or to the wives, children or other relatives of such persons; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company.
20. To distribute any of the property of the Company among the members or otherwise in specie, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
21. To increase or reduce the capital of the Company and to sub-divide or consolidate the shares.
22. To do all or any of the above things in any part of the world, as principals, agents, contractors, trustees or otherwise, and by or through trustees or otherwise, and either alone or in conjunction with others, and to do all such other things as are incidental or conducive to the attainment of the objects of the Company or any of them.

IV. The liability of the members is limited.

- V. The capital of the Company is £3,001,003 divided into 1000 Ordinary Shares of £1 each, 2,000,000 "A" Non-Voting Ordinary Shares of £1 each, 1,000,000 "B" Non-Voting Ordinary Shares of £1 each and 3 "C" Non-Voting Ordinary Shares of £1 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names:

Names and Addresses and Descriptions
of Subscribers

Number of Shares taken
by each Subscriber

Malcolm Donald Laing
Solicitor
1 Golden Square
Aberdeen

One

Marlene Weston
Registrar
1 Golden Square
Aberdeen

One

Dated the 10th day of February 1994

Name, address and description of witness to the above signatures:

Janice Mackay
Word Processor Operator
1 Golden Square
Aberdeen

COMPANY NO 149117

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

INVERNESS THISTLE AND CALEDONIAN F.C. LIMITED

(As adopted by Special Resolutions passed

PRELIMINARY

1. The Articles of Association of the Company consist of the Regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") as hereinafter modified and varied and reference herein to "Table A" shall, unless otherwise stated, be construed as referring to Table A in the Companies (Tables A to F) Regulations 1985 as amended.

LIEN

2. Regulation 8 of Table A shall apply as if the words "not being a fully paid share" were deleted therefrom. The lien conferred by Regulation 8 shall attach to all shares registered in the name of any person indebted or under liability to the Company, whether such person is the sole holder thereof or one of two or more joint holders thereof.

FORFEITURE OF SHARES

3. Regulation 18 of Table A shall apply as if there were inserted at the end of the first sentence the words "and all expenses that may have been incurred by the Company by reason of such non-payment."

APPROVAL OF TRANSFERS

4. A. The first sentence of Regulation 24 of Table A shall be deleted and the words "The

Directors may" substituted for "They may also" in the second sentence of Regulation 24.

- B. Any holder of shares in the capital of the Company wishing to transfer his shareholding or any part thereof shall inform the Secretary of the number of shares which he desires to transfer and a fair price shall immediately be fixed as at the date of such notice by the Auditor of the Company acting as an expert and not an arbiter. The Secretary shall then intimate in writing to all the shareholders of the Company details of the shares to be transferred and the price fixed by the Auditor. Each shareholder shall, on receiving such notice, be entitled, not later than three months after the date of such notice, to intimate to the Secretary in writing that he offers to purchase all or part of the shares to be transferred. On the expiry of the said period of three months the Secretary shall report the result to the Directors who shall divide and appropriate the shares to be transferred among the offerors in proportion to the numbers held by them respectively or as near thereto as possible, providing that no offeror shall have apportioned to him a greater number of shares than he has offered to purchase. If any difficulty arises in apportioning all or any of the shares, the Director may appropriate the shares in respect of which such difficulty arises among the offerors in such manner as they think fit in their sole discretion. If after intimation as aforesaid by the Secretary to the Shareholders, the number of shares offered to be purchased shall be less than the number of shares offered for transfer by the intending transferor, or if the offerors or any of them shall fail to complete their respective purchases of such shares as shall be appropriated to them within one calendar month after the date of such appropriation by the Directors, the intending transferor may, subject to the provisions of Article 5 transfer such shares as remain unpurchased to any person, whether or not such person is a member of the Company, provided that the intending transferor shall not take for such shares a lower price than that fixed as aforesaid by the Auditor without first offering such shares in manner aforesaid to the other shareholders at such lower price.
- C. Upon the title of the legal personal representatives of a deceased registered shareholder or of the trustee or assignee of a bankrupt or incapacitated registered shareholder being intimated to the Company, the Directors shall be entitled to require such legal personal representatives or trustee or assignee to offer the shareholding to which they have title to the other shareholders of the Company in accordance with the provisions of Article 4B.
- D. Notwithstanding the provisions of Article 4B a holder of shares in the capital of the Company shall be entitled to transfer his shareholding or any part thereof to such person, whether or not that person is a member of the Company, and for such consideration, as the Company by unanimous resolution of the whole members of the Company may agree.

REGISTRATION OF TRANSFERS

5. Notwithstanding the provisions of Article 4 the Directors may decline to register any transfer

of any share over which the Company has a lien.

TRANSMISSION OF SHARES

6. The provisions of Regulation 29 of Table A shall apply, in the case of transmission on the death of a member, subject to the provisions of Article 4.

ALLOTMENT OF SHARES

7.
 - A. The power of allotment of unissued shares is exercisable by the Board of Directors acting in good faith and in accordance with the powers set out in the Memorandum of Association, and the provisions of Sections 89(1), 90(1) to (5) and 90(6) of the Companies Act 1985 are excluded from applying to the Company.
 - B. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. Regulation 51 of Table A shall apply as if the words "or on any other question" were inserted after the word "adjournment" in the first sentence and as if the second and third sentences were deleted. Regulation 52 of Table A shall not apply.

QUORUM AT GENERAL MEETINGS

9. Regulations 40 and 41 of Table A shall not apply and the following is substituted therefor:
"Subject as aftermentioned no business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting such a quorum ceases to be present then those present shall be a quorum."

POLLS

10. Regulation 46 and 47 of Table A shall not apply, and the following is substituted therefor:

"At any General Meeting, a resolution put to the vote of the Meeting shall be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a poll is demanded by at least one member, and unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against the resolution."

VOTES OF MEMBERS

11. Paragraph (b) and (c) of Regulation 62 shall not apply.

NUMBER OF DIRECTORS

12. Regulation 64 of Table A shall not apply and the following is substituted therefor:

"The number of Directors shall be not less than one or more than eleven but the Company may by Ordinary Resolution in General Meeting increase or reduce the maximum and minimum number of Directors from time to time."

DURATION OF DIRECTOR'S OFFICE

13. Subject to the provisions of Regulation 79 every Director shall be a permanent director of the Company not subject to retirement by rotation unless the resolution of his appointment provides otherwise. A permanent director shall, subject to the provisions of Regulation 81 of Table A as varied by Article 16 hereof be entitled to hold office until the Annual General Meeting next following after his seventieth birthday. Accordingly Regulations 73 to 78 inclusive, and Regulation 80 of Table A shall not apply to any permanent director.

DIRECTORS' INTERESTS

14. Subject to the provisions as to disclosure contained in Regulations 85 and 86, a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration. Regulations 94 to 97 inclusive of Table A shall not apply.

DIRECTORS' BENEFITS

15. In addition to the powers conferred upon them by Regulation 87 of Table A the Directors may exercise the powers of the Company conferred by Clause III (18) of the Memorandum and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

REMOVAL OF DIRECTORS

16. Regulation 81 (c) of Table A shall be deleted and the words "he becomes incapable by reason of mental disorder of managing and administering his property and affairs," shall be substituted therefor.

DIVIDENDS AND RESERVES

17. Regulation 105 of Table A shall not apply and the following is substituted therefor:

"Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or in part by the distribution of specific assets, and in particular of paid-up shares in the Company, or in any other Company, and the Directors shall give effect to such direction and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payment shall be made to the members on the basis of the value so fixed in order to adjust the rights of all parties, and may best any such specific assets in trustees upon such trusts for the person or persons entitled to the dividend or bonus as may seem expedient, and where requisite a proper contract shall be filed in accordance with Section 88 of the Companies Act 1985, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or bonus and such appointment shall be effective."

WINDING UP

18. Regulation 117 of Table A shall not apply and the following is substituted therefor:

"If the company shall be wound up the liquidator shall divide amongst the members in specie or in kind the whole or any part of the surplus assets of the company (whether they shall consist of property of the same kind or not) and shall, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

The liquidator may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as he shall think fit but so that no member shall be compelled in any circumstances to accept any share or other securities whereon there is any liability."

INDEMNITY

19. Regulation 118 of Table A shall not apply and the following is substituted therefor:

"Insofar as consistent with Section 310 of the Companies Act 1985 every director, auditor, secretary and other officer of the Company and their respective representatives and administrators, shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of that office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether criminal or civil, in which he is acquitted or judgement is given in his favour, or in connection with any application made under Section 727 of the Companies Act 1985 in which he is granted relief by the court, and no Director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of that office or in relation thereto."

CREATION OF "A", "B" and "C" ORDINARY SHARES

- 20.1 Notwithstanding anything hereinbefore contained the share capital of the Company at the date of adoption of these Articles is £3,001,003 divided into:

20.1.1	1000 Ordinary Shares
20.1.2	2,000,000 "A" Non Voting Ordinary Shares
20.1.3	1,000,000 "B" Non Voting Ordinary Shares
20.1.4	3 "C" Non Voting Ordinary Shares

- 20.2 The Ordinary Shares, the "A" Ordinary Shares, the "B" Ordinary Shares and the "C" Ordinary Shares shall constitute different classes of shares for the purposes of the Act but save as hereinafter provided these different classes of Shares shall rank pari passu in all respects.
- 20.3 No Shareholder shall encumber, charge, transfer or assign any share save as expressly provided for by these Articles.

THE ISSUE OF SHARES AND ALTERATION OF SHARE CAPITAL

- 21.1 Subject to the Act and to any authority of the Company in general meeting required by the Act and to the provisions of these Articles the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any authorised but as yet unissued Ordinary Shares at the date of adoption of these Articles in accordance with the provisions of this Article and the Company may:

21.1.1	issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder of such Shares on such terms and in such manner as may be provided by the Articles or as the Company may by resolution determine;
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- 21.1.2 purchase its own Shares (including any redeemable shares);
 - 21.1.3 make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the Act of any of its own Shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of Shares to the extent permitted by Section 171 of the Act, and
 - 21.1.4 exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid Shares or partly in one way and partly in the other.
- 21.2 Pursuant to Section 91 of the Act, Sub-Section (1) of Section 89 and Sub-Sections (1) to (6) inclusive of Section 90 of the Act shall be excluded from applying to the Company.
- 21.3 Unissued Shares in the capital of the Company for the time being shall only be allotted as follows:
- 21.3.1 no Shares of any class shall be issued otherwise than to Shareholders holding Shares of the same class without the prior written consent of all the Shareholders;
 - 21.3.2 as between Holders of Shares of the same class the Shares of that class being allotted shall be allotted in proportion to such Holder's then existing holdings of Shares of that class or in such other proportions between them as all the Shareholders holding Shares of the same class shall agree in writing;
 - 21.3.3. the maximum amount of the relevant securities (as defined by section 80 (2) of the Act) which the Directors may allot, grant options or subscriptions or conversion rights over or otherwise deal with or dispose of pursuant to this Article shall be the authorised but as yet unissued share capital of the Company at the date of the adoption of these Articles. The authority conferred on the Directors by this Article shall expire on the day preceding the fifth anniversary of the date of adoption of these Articles (or such other date as the Company may by resolution in general meeting elect pursuant to Section 80A of the Act).
- 21.4 Provided always that no fractional interests in any Shares shall result from any consolidation or sub-division and subject to the provisions of these Articles the Company may by Ordinary Resolution:
- 21.4.1 consolidate and divide all or any of its share capital into Shares of larger nominal amount than its existing Shares;
 - 21.4.2 subject to the provisions of the Act, sub-divide its Shares, or any of them, into Shares of smaller nominal amount; and

- 21.4.3 cancel Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any reason and diminish the amount of its share capital by the amount of the Shares so cancelled.
- 21.5 Subject to the provisions of the Act and these Articles, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

SPECIAL VOTING RIGHTS

- 22.1 The Company shall procure that prior to the Company or any of its subsidiaries shall do any of the matters of things set out in Article 22.2 below ("the Restricted Transactions") it shall obtain the prior approval of at least 75% of the Ordinary Shareholders (either in general meeting or by way of written resolution) by passing a resolution to approve the proposed Restricted Transaction ("a Consent Resolution") in accordance with Article 22.3 below.
- 22.2 The Restricted Transactions are as follows:
- 22.2.1 the creation allotment or issue of any Shares or securities or the granting of any option or other rights to require the allotment or issue of the same or the modification, variation, alteration or abrogation of the rights attaching to any of the classes of Shares in the capital of the Company or the consolidation or sub-division or other re-organisation of the Company's share capital or any part thereof;
 - 22.2.2 the passing of any resolution amending the Memorandum of Association of the Company or these Articles (including this Article); or
 - 22.2.3 the purchase or redemption of or to any distribution of capital profits or reserves of the Company in respect of any Shares (otherwise than in accordance with the provisions of these Articles); or
 - 22.2.4 the proposing of any resolution to wind up the Company otherwise than by reason of insolvency; or
 - 22.2.5 the proposing of any resolution to remove any "A" Director (defined by Article 23) without the prior written consent of the holder for the time being of a majority of the "A" Shares;
 - 22.2.6 the proposing of any resolution to remove any "B" Director (defined by Article 23) without the prior written consent of the holder for the time being of a majority of the "B" Shares;
 - 22.2.7 the proposing of any resolution to appoint or remove any "C" Director without the prior written consent of the holder for the time being of a majority of the "C" Shares;

- 22.2.8 the passing of any resolution changing the name of the football team of the Company after the third Annual General Meeting of the Company from "Caledonian Thistle F.C." (up until the third Annual General Meeting of the Company it will require the unanimous approval at a general meeting of the holders of the "A" and "B" Shares).
- 22.2.9 the passing of any resolution changing the registered colours of the football team of the Company. Up until at least the date of the third Annual General Meeting of the Company the colours will be blue with up to a maximum of 25% red and black and prior to that date it will require a unanimous vote at a General Meeting of the Ordinary Members to change the said ratios.
- 22.3 In the event that any Consent Resolution is proposed then it may be passed in a general meeting of the Company by more than 75% of the Ordinary Members entitled to vote. For the avoidance of doubt the "A" Ordinary, "B" Ordinary and "C" Ordinary Members will have no voting rights whatsoever.

DIRECTORS

- 23.1 Up until the date of the third Annual General Meeting of Caledonian Thistle Members' Club Limited and thereafter unless otherwise determined by a special resolution of the Company the number of Directors (other than alternate directors) shall be eleven.
- 23.2 The Directors shall be appointed in the following proportions:
 - 23.2.1 A maximum of five by the "A" Ordinary Shareholders
 - 23.2.2 A maximum of three by the "B" Ordinary Shareholders and
 - 23.2.3 A maximum of three by the "C" Ordinary Shareholders.
- 23.3 Prior to the third Annual General Meeting of Caledonian Thistle Members' Club Limited the Directors appointed under regulations 23.2.1 and 23.2.2 will not retire by rotation and the initial nominees may only be replaced in the event of resignation, death or legal incapacity of such an initial Director.
- 23.4 The Directors appointed under regulation 23.2.3 may be changed at the request of the "C" Ordinary Shareholders prior to the third Annual General Meeting of the Caledonian Thistle Members' Club Limited to a person(s) who is not a known supporter or member of Caledonian F.C. or Inverness Thistle F.C. or alternatively a person(s) acceptable to the Board of Directors of the Company.

Names and Addresses and Descriptions of Subscribers

Malcolm Donald Laing
Solicitor
1 Golden Square
Aberdeen

Marlene Weston
Registrar
1 Golden Square
Aberdeen

Dated the 10th day of February 1994

Name, address and description of witness to the above signatures:

Janice Mackay
Word Processor Operator
1 Golden Square
Aberdeen