

The Companies Act 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Articles of Association
of
Ashford Town (Middlesex) Football Club Limited

INTERPRETATION

1. In these regulations -
 - "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - "the Articles" means the articles of the Company.
 - "the Bye-Laws" means the bye-laws of the Company referred to in Article 60
 - "clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - "executed" means any mode of execution.
 - "office" means the registered office of the Company.
 - "the seal" means the common seal of the Company.
 - "secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
 - "the United Kingdom" means Great Britain and Northern Ireland.
 - "Association" means The Football Association Limited

Words importing one gender shall be deemed to include all other genders and words importing the singular shall be deemed to include the plural and vice versa. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modifications thereof not in force when these regulations become binding on the Company.

ARTICLES SPECIFIC TO THE OPERATION OF THE COMPANY

2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are to establish, maintain and conduct a club for the accommodation of the members of the company and their guests, and generally to afford to them all of the usual privileges and advantages of a club and to provide for members facilities for the pursuit of the game of Association Football and the doing of all such other things as are incidental or conducive to the attainment of that object.

In furtherance of the above objects the Company shall have the following powers:

- 1) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which are necessary or expedient for the promotion of these objects, or may be deemed by the Company likely to advance or benefit either directly or indirectly the interests of the Company and to construct, maintain, alter and manage any buildings or erections necessary or convenient for the work of the Company and to permit it to be used by members their guests and employees of the Company and others either gratuitously or for payment.

- 2) To publicise, educate the public in, and provide information about the work of the Company.
 - 3) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient for the promotion of its objects.
 - 4) To manage, improve, cultivate and maintain all or any part of the property of the Company, and to demise, sell or otherwise deal with and dispose of them, either together or in proportions, for such consideration as the Company may think fit, and, in particular, for shares, debentures or securities of any company purchasing them;
 - 5) To purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the grounds, clubhouse and other premises of the Company by persons frequenting them, whether members of the Company or not;
 - 6) To buy, prepare, make, supply, sell and deal in all kinds of apparatus and equipment used in connection with an Association Football and social club and all kinds of liquors provisions and refreshments required or used by members of the Company or other persons using the grounds, clubhouse or premises of the Company;
 - 7) To hire and employ all classes of persons considered necessary for the purposes of the Company and to pay them and other persons in return for the services rendered to the Company salaries, wages charges and pensions;
 - 8) To promote and hold (either alone or jointly with other associations, clubs or persons) meetings, competitions and matches and to give or contribute towards prizes, medals and awards for the playing of Association Football, games or other athletic sports and to promote, give or support dinners, balls, concerts and other entertainment;
 - 9) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Company, or the establishment or promotion of which may be beneficial to the Company provided that no subscription may be paid to any such other association or the club out of the funds of the Company, except bona fide in furtherance of the objects of the Company;
 - 10) To support and subscribe to any charitable or public body and any institution, society or club that may be for the benefit of the Company or its employees, or may be connected with the game of Association Football; to give pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Company, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company;
 - 11) To undertake and execute any charitable trusts that may lawfully be undertaken by the Company and are conducive to its objects
 - 12) To borrow or raise money for the purpose of the Company on such terms and on such security as may be thought fit.
 - 13) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
 - 14) To borrow or raise money for, establish and support or aid in the raising of money for, establishment and support of any charitable companies or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects provided that the Company shall not undertake any permanent trading activities in raising funds for the said objects.
4. The liability of the members is limited.
 5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up,

and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

MEMBERS

6. Such persons as are admitted to membership in accordance with the Articles and the Bye-Laws shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him.
7. Members may be divided into such classes having such rights and being subject to such restrictions as may from time to time be fixed by the Directors. Members shall pay such entrance fees and annual or other payments as may from time to time be determined by the Directors. A member may at any time withdraw from the Company by giving at least fourteen clear days' notice in writing addressed to the secretary of the Company and deposited at the registered office so as to expire before that member's subscription for the next year shall become due failing which the member shall be obliged to pay the said subscription. Membership and the rights attaching thereto shall not be transferable and shall cease on death. Members shall at all times be bound by the Bye-Laws.
8. The Members and the 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 and affairs of the Company are carried out in accordance with the Rules and Regulations of The Football Association Ltd for the time being in force.
9. No member shall have a right to a vote at General Meetings unless they have been designated a full member of the Company as defined within the Bye-Laws.

GENERAL MEETINGS

10. The Company must hold a general meeting in each year as its annual general meeting and all general meetings other than annual general meetings shall be called extraordinary general meetings. Not more than 15 months may elapse between the date of one annual general meeting of the Company and the next. The annual general meeting must be held at such time and place as the directors appoint.
11. The Directors may call general meetings and, on the requisition of not less than 20 members having at the date of deposit of the requisition a right to vote at general meetings pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any director or any member of the Company may call a general meeting. Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitionists and deposited at the registered office of the Company. If the directors do not proceed to call a meeting within 21 days from the date of the deposit of the requisition, the requisitionists may convene such a meeting.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the Directors and auditors.

13. 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 MEETINGS

14. No business shall be transacted at any meeting unless a quorum is present. Twenty 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.
15. 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, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
16. The chairman, if any, of the board of Directors or in his absence some other director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
17. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
18. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. A resolution put to the vote of a 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded -
- (a) by the chairman; or
 - (b) by at least ten 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.
20. Unless a poll is duly 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 minutes of the meeting 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.

21. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
22. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
24. 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 either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. 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 is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
25. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
26. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

27. On a show of hands every member present in person and entitled to a vote shall have one vote. On a poll every member present in person or by proxy and entitled to a vote shall have one vote. No member may requisition a meeting or vote at any meeting unless all of the money then due from that member to the Company has been paid
28. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
29. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
30. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -
" Ashford Town (Middlesex) FC Limited

I/We _____, of _____, being a member/members of the above-named company, hereby appoint _____, of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____, _____, 20____, and at any adjournment thereof.
Signed on _____, _____, 20____ "

31. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

" Ashford Town (Middlesex) FC Limited

I/We _____, of _____, being a member/members of the above-named company, hereby appoint _____, of _____, or failing him, _____ of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on _____, _____, 20____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of _____ 20____ "

32. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:-
- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
33. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

34. Unless otherwise determined by ordinary resolution, the number of Directors (other than alternate Directors) shall not be more than eight but shall be not less than two.

In accordance with articles 31 and 32 the Board of Directors will delegate powers for the day-to-day running of the Company to a General Committee of up to 18 people (see By-Law 10). Committee members shall be elected at the General Meeting.

POWERS OF DIRECTORS

35. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the

Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

36. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

37. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.
38. Without prejudice to Article 37 the Directors may delegate any of their powers relating to football matters (including but not limited to competitions, fixtures, team events and social functions) to a committee entitled the General Committee which General Committee shall have the constitution rights and duties set out in the Bye-Laws

APPOINTMENT AND RETIREMENT OF DIRECTORS

39. No person shall be appointed or hold office as a Director unless he or she is also a member entitled to attend and vote at General Meetings of the Company. No member shall be appointed a Director until they have been a member for twelve calendar months unless recommended by the Directors and approved by the members.
40. At every annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
41. Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
42. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing and eligible to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.
43. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless -
- (a) he is recommended by the Directors; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.

44. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the Directors for appointment or re-appointment as a director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or re-appointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors.
45. If the number of eligible members willing to act as a Director exceeds the number of vacancies balloting lists shall be prepared and each member present at the general meeting or by proxy shall be entitled to vote for any number of candidates not exceeding the number of vacancies. If two or more candidates receive an equal number of votes the Chairman shall have a casting vote.
46. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional Directors are to retire.
47. The Directors may appoint a person who is willing and eligible 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 fixed by or in accordance with the Articles as the maximum number of Directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
48. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

49. The office of a director shall be vacated if -
 - (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (c) he resigns his office by notice to the Company; or
 - (d) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.
 - (e) if his membership of the Company is terminated
 - (f) is subject to a decision of The Football Association Limited 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
50. The Company may by ordinary resolution remove a Director before the expiration of his period in office such resolution requiring special notice of at least 21 days.

51. 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

REMUNERATION OF DIRECTORS

52. No director of the Company shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company for discharging his duties as such. Any remuneration or honoraria paid for other duties carried out shall not be paid by reference to profit or income.

DIRECTORS' EXPENSES

53. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

54. Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a director notwithstanding his office -
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
55. For the purposes of regulation 47 -
- (a) a general notice given to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

PROCEEDINGS OF DIRECTORS

56. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
57. The quorum for the transaction of the business of the Directors shall be two.
58. The continuing Directors or a sole continuing director may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

59. The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of Directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
60. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, 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 director and had been entitled to vote.
61. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
62. Save as otherwise provided by the Articles, a director shall not vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.
- For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
63. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
64. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of Directors or of a committee of Directors.
65. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each

director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

66. If a question arises at a meeting of Directors or of a committee of Directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

BYE-LAWS

67. The Directors may from time to time make alter and repeal all such bye-laws as they deem necessary or convenient for the proper conduct and management of the Company and its property, and in particular, but not exclusively they may by such bye-laws fix and regulate
- (a) The amount of the subscriptions and entrance fees from time to time payable by Members in accordance with Article 6
 - (b) The terms as to the participation of any members in the use of the property of the Company, the admission of visitors to the property of the Company, the rules to be observed by members or visitors on any property of the Company, the conduct of the members in relation to one another and to the Company's staff, the setting aside of any part or parts of the Company's property for a particular purpose, the imposition of fines or penalties for the breach of any bye-law, and generally all such matters as are usually the subject of the club rules or as the Directors may consider necessary for the wellbeing of the Company

Provided that no bye-laws or regulations shall be made under this power which would amount to such addition or alteration of these Articles as could only legally be made by special resolution, and any rule or bye-law so made, altered or repealed shall remain in force only until confirmed at the next following general meeting of the Company.

SECRETARY

68. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

69. The Directors shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

THE SEAL

70. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

71. The Directors shall cause proper accounts to be kept:
- (a) Of the assets and liabilities of the Company
 - (b) Of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place
 - (c) Of all sales and purchases of goods by the Company.

Proper books of account shall not be deemed to be kept if there are not such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

72. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company.

NOTICES

73. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
74. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at the address, but otherwise no such member shall be entitled to receive any notice from the Company.
75. A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
76. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

PROFITS AND WINDING UP

77. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
78. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred by the Members of the Club, at the time of dissolution, to some other institution or institutions within the Borough of Spelthorne having objects similar to the Company or to any local charity, or charitable or benevolent institute or failing that to the Football Association Benevolent Fund.
79. In default of any such decision or apportionment by the Members of the Club, the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up or dissolution and as he shall determine.

Alternatively, such balance may be disposed of in such other manner as the Members of the Club with the consent of the Council of The Association, as then existing, shall determine.

INDEMNITY

80. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to

him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

ALTERATIONS TO THE ARTICLES

81. 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 14 days or more before the day on which the alteration is proposed to take place

NOTIFIABLE CHANGES

82. The Club shall not alter its constitution or make a material change to its financial structure without prior notification to The Association. Any new entity shall be deemed, for the purposes of playing status in a Competition, to be a new Club.

For the purposes of this article, an alteration in constitution or material change in financial structure shall include such as winding-up of a Club, incorporation of an unincorporated Club, an agreement by which all the assets and goodwill of the Club are sold or transferred, entry into compulsory or voluntary liquidation, the convening of a meeting of creditors or the appointment of a receiver, administrative receiver, manager or administrator or if the Club ceases for any reason to carry on business or becomes a holding company or subsidiary company within the meaning of the Companies Act.

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