

57186

COMPANY NO: ~~2022505~~ ⁵⁷¹⁸⁶

COMPANIES ACT 1985

SPECIAL RESOLUTION

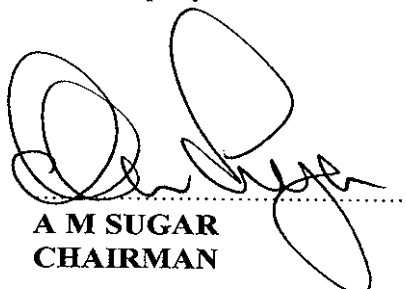
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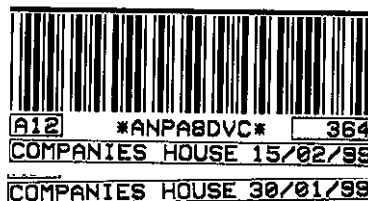
TOTTENHAM HOTSPUR FOOTBALL AND ATHLETIC CO LTD

At An Extraordinary General Meeting of the above-named Company, duly convened and held at 748 High Road, Tottenham, London, N17 OAP on 27th January 1999 the following Special Resolution was duly passed:

SPECIAL RESOLUTION

THAT the regulations produced to the Meeting and initialled by the Company Secretary for the purpose of identification be and are hereby adopted as the Articles of Association of the Company in substitution for any previous Articles of Association of the Company.


A M SUGAR
CHAIRMAN



ARTICLES OF ASSOCIATION

of

THE TOTTENHAM HOTSPUR FOOTBALL & ATHLETIC COMPANY LIMITED

(Adopted by special resolution passed on 25th November 1998, in substitution for the Articles adopted on 30th June 1936 (as amended))

(Amended by special resolution passed on 27th January 1999)

PRELIMINARY

1.

- (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.
- (2) Regulation 1 of Table A shall apply to the Company as if references in it to 'these regulations' included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
- (3) In these articles -
 - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
 - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.

2. Regulations 24,32,33,34,54,57,64,95 to 97 (inclusive), 102, 117 and 118 in Table A shall not apply to the Company.

ALLOTMENT OF SHARES

3. Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

SHARE CERTIFICATES

5. Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

INCREASE AND REDUCTION OF CAPITAL

6. The Company may from time to time by ordinary resolution increase the capital by the creation of new shares of such amount as may be deemed expedient.
7. The Company may subject to the provisions of the Companies Act 1985 by special resolution, reduce its capital by paying off capital, or cancelling capital which has been lost or is unrepresented by available assets, or reducing the liability of the shares or otherwise, as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise, and the Company may by ordinary resolution consolidate its shares or any of them.
8. No share shall be subdivided and the Company may only issue bonus shares provided that such issue has been approved in writing by the Council of The Football Association.

TRANSFER OF SHARES

9. The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

NOTICE OF GENERAL MEETINGS

10. Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice). The last sentence of Regulation 38 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

11. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.



VOTES OF THE MEMBERS

12. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

DELIVERY OF PROXIES

13. Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine."

DIRECTORS

14. Unless otherwise determined by ordinary resolution the number of directors (other than alternative directors) shall not be subject to any maximum but shall not be less than two.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

15. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
16. A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
17. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
18. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
19. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.

20. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.
21. The office of director shall be vacated:-
- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (B) If he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or an Order is made by the Court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, trustee, or other person to exercise powers with respect to his property or affairs.
 - (C) If by notice in writing to the Company he resigns his office.
 - (D) If he ceases to be a director by virtue of any provisions of the Companies Act 1985 or otherwise becomes prohibited by law from being a director.
 - (E) If he is suspended by the Football Association from taking part in football management.

DIVIDENDS

22. Regulations 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".
23. Subject to the provisions of the Companies Act 1985 and these Articles, the Company may by ordinary resolution declare dividends in accordance with the respective rights of members, but no dividend shall exceed the amount recommended by the directors. Such dividend may be cumulative for a period not exceeding three years. Until otherwise determined by The Football Association, the maximum dividend payable in respect of any year should be 15% of the amount credited as paid on such share.

DISSOLUTION OF COMPANY

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

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

INDEMNITY

26. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled -
- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
 - (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.