

Company number 246917

BOURNEMOUTH SPORTS CLUB LIMITED

SPECIAL RESOLUTION PASSED BY THE MEMBERS ON 1 MAY 2011

1

That new Articles numbered 18 and 19 are added to the existing Articles of Association

18 Dividends

The income of the Company shall not be available for dividend or distribution to the Shareholders but shall be retained in the Company or used for the purposes of promoting the Bournemouth Sports Club and generally to the advancement of the objects for which the Company was established Regulations 89-96 of Table A to the Companies act 1929 shall not apply

19 Winding Up

If the Company is wound up (whether the liquidation is voluntary or compulsory) the surplus assets of the Company shall be used for the purposes of promoting the Bournemouth Sports Club and generally to the advancement of the objects for which the Company was established

2

That the Company adopts a reprint of the Memorandum and Articles of Association incorporating all amendments made since formation, being the print attached to this Resolution and marked "A" for identification



Chairman

WEDNESDAY



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16/05/2012

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COMPANIES HOUSE

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COMPANY NUMBER 246917

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE BOURNEMOUTH CRICKET AND SPORTS CLUB, LIMITED

INCORPORATED 28TH DAY OF MARCH 1930

NAME CHANGED TO

BOURNEMOUTH SPORTS CLUB LIMITED

ON 31 MARCH 1989

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

THE BOURNEMOUTH CRICKET AND SPORTS CLUB, LIMITED

(NAME CHANGED TO BOURNEMOUTH SPORTS CLUB LIMITED ON 31 MARCH 1989)

- 1 The name of the Company is "THE BOURNEMOUTH CRICKET AND SPORTS CLUB, LIMITED "
- 2 The registered office of the Company will be situate in England
- 3 The objects for which the Company is established are
 - A) To acquire and hold land situate in Kinson or elsewhere in the vicinity of Bournemouth, in the County of Hants, for the purposes of the Company, and with a view thereto to acquire and take over all that piece of freehold land situate at Kinson, in the County of Dorset, being approximately twelve acres in extent, as the same is more particularly described in the Agreement hereinafter mentioned of the 20th day of September,, 1929, and delineated in the plan attached thereto, and to adopt and carry into effect (either with or without modification) an Agreement dated the 20th day of September, 1929, and made between Thomas James Rowley, of "Lisboa", Alyth Road, Talbot Woods, Bournemouth, in the County of Hants, of the one part, and Thomas Victor Somerville, of 10, Talbot Avenue, Bournemouth, aforesaid, of the other part, a copy of which Agreement has been signed by two of the subscribers hereto for the purpose of identification
 - B) To lay out, prepare and equip such land for such sports, pastimes, recreations and exercises as the Directors shall think fit, and to build thereon any pavilions, dressing rooms, stands or other buildings as the Directors shall deem to be expedient or necessary
 - C) To carry on all or any of the businesses or occupations of sports ground, gymnasium, club, concert or music hall, cinema or ballroom, proprietors, managers or agents, showmen, sports meeting, theatrical and musical organisers or agents
 - D) To buy, take on hire, make or provide furniture, utensils, books and stationery, and all other things commonly or conveniently used in connection with a club, and for billiards, cards and other games for the indoor practise of sports and exercises, and for dramatic and other social entertainments and recreation

- E) To purchase, take on lease or otherwise acquire any freehold, leasehold or other property for any interest or estate whatever, and any easements, rights or privileges over or in

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respect of any property and any buildings or premises, and any property or rights, real or personal, necessary or convenient for the activities or occupations of the Company

- F) To carry on at Kinson aforesaid or elsewhere the businesses of wine, spirit, beer, mineral water, tobacco, cigar and cigarette merchants and retailers, confectioners, florists, restaurateurs and refreshment room keepers or proprietors or any of such businesses, and to buy, sell, deal in or otherwise dispose of foodstuffs, tobacco and alcoholic and other beverages
- G) To apply for and hold any licence, authority and permit, whether necessary by law or convenient to be held by the Company or otherwise conducive to the activities of the Company hereby authorised, or any of them, and to depute any officer of the Company, trustee or trustees or other person or persons to apply for and hold any such licence, authority or permit
- H) To carry on any other business which the Company may deem expedient or convenient to be carried on in connection with any of the businesses or activities set out above, or which the Company may consider likely or calculated to enhance the value of any of the Company's property or facilitate or render more profitable any activities or occupations of the Company
- I) To erect, maintain, alter, replace or remove any buildings, works or plant and carry out any levelling, turfing, draining or cultivating activities either by agents or contractors or otherwise
- J) To merge into, amalgamate with or acquire and take over any business or any part of the assets of any business or any club, institution, firm or person carrying on or proposing to carry on any of the businesses or activities which the Company is authorised to carry on, and to assist financially or otherwise any such business, club, institution, firm or person by loan, guarantee or otherwise
- K) To invest, utilise and deal with the moneys and other assets of the Company in such manner as the Company may think fit, and to manage, cultivate, improve, develop, let for rent or otherwise, and by deed or otherwise mortgage, charge, sell, dispose of, grant rights or privileges over the whole or any part of the Company's assets, property and rights
- L) To advance or lend money or give credit to or assist by guarantee or otherwise such club, institution, firm, person or company and on such terms and subject to such security, if any, as the Company may think fit
- M) To borrow and raise money in such manner as the Company may think fit, including the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages or any other securities founded or based upon all or any of the existing or future assets, property or rights of the Company, including any uncalled capital or without such security and upon such terms as to priority or otherwise as the Company may think fit, and in similar manner to guarantee the performance by the Company of any obligation or liability it may undertake
- N) To draw, accept, make, indorse, discount and negotiate bills of exchange or of lading, promissory notes and other negotiable or transferable instruments

- O) To promote or obtain any Act of Parliament, Provisional Order, Licence of any Government Department or other authority enabling the attainment of the Company's

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objects, or any of them, or for effecting any change in or modification of the Company's constitution, or for any other purpose, or to oppose any proceedings or application likely to prejudice the Company's interests, and to enter into any arrangements with and obtain any grant or concession from any authorities, corporations, clubs or firms which the Company may deem to be conducive to the interests of the Company

- P) To acquire by subscription, purchase or otherwise, and to accept, take, hold or sell shares or any other interest in any company, society or undertaking having any objects similar to or carrying on any activities likely to affect this Company
- Q) To remunerate or pay any person, firm or company rendering services or giving value to this Company by cash payment or by the allotment of shares or securities of the Company
- R) To pay any costs, charges and expenses incurred in connection with the formation or incorporation of the Company or which the Company shall consider to be in the nature of preliminary expenses, including advertising, printing and stationery
- S) To assist, support and subscribe to any benevolent, charitable, sporting or public object, institution, society or club
- T) To promote or form any other company or club for the purpose of acquiring or taking over any of the property or assets of the Company or of furthering the interests of any sports or recreation, or of continuing any of the activities of the Company, and to underwrite, subscribe for or acquire all or any part of the shares or securities of any such other company
- U) To sell or dispose of the whole or any part of the assets, property or undertakings of the Company on such terms and for such consideration as the Company may think fit, including shares, debentures or other securities of any company purchasing the same
- V) To distribute in specie or otherwise as may be resolved any assets or property of the Company among its members and particularly the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liabilities of this Company, or of which this Company may have the power of disposing
- W) To do all or any of the matters hereby authorised in any part of the world, either alone or in conjunction with, or as factors, trustees or agents for any other company, firm, person or club, or by or through any factors, trustees or agents
- X) Generally to do all such other things as may be or seem incidental or conducive to the attainment of the above objects, or any of them, and it is hereby declared that in the interpretation of this clause the powers conferred on the Company by any paragraph shall not be restricted by reference to any other paragraph or to the name of the Company or by the juxtaposition of two or more objects, and that in the event of any ambiguity this clause and every paragraph hereof shall be construed in such a way as to widen and not to restrict the powers of the Company, and each paragraph of this clause shall be construed independently of the other paragraphs hereof

4 The liability of the members is limited

- 5 The share capital of the Company is £6,000, divided into 6,000 Ordinary Shares of £1 each. The said shares shall confer upon the holders thereof the rights and privileges thereby provided in the accompanying Articles of Association and not further or otherwise.

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 to our respective names

NAMES, ADRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
GEORGE LI T G MEYRICK, Hinton Admiral, Near Christchurch, Hants Baronet	50
R M POORE, Rose Lawn Coppice, Broadstone, Near Wimborne, Dorset Army (retired)	50
JOHN CECIL POWER, 32 Chesham Place, London, S W 1, and Newlands Manor, Milford-on-Sea, Hants Baronet, MP	50
W SOMERVILLE, 10, Talbot Avenue, Bournemouth, Hants Physician and Surgeon	50
H H G BLAGRAVE, The Grange, Beckhampton, Near Marlborough, Wilts Gentleman	50
G MEAKIN, Pembroke Lodge, Southbourne, Bournemouth, Hants. Schoolmaster	50
H C BYRTE, Witchampton, Near Wimborne, Dorset Gentleman	50
S A PHILLIPS, The Old Ride, Canford Cliffs, Dorset Schoolmaster	50
R J HANKINSON, Richmond Chambers, The Square, Bournemouth, Hants Chartered Surveyor	50
CHAS H CARTWRIGHT, Saxon, 12 St Anthony's Road, Bournemouth, Hants Company Director	50
PERCY M BRIGHT, Nethercourt, 60 Christchurch Road, Bournemouth, Hants Company Director	50

Dated the 25th day of February, 1930

Witness to the above signatures -

WITNESS TO THE
SIGNATURE OF

George L I G Meyrick
R M Poore
John Cecil Power
W Somerville
H H G Blagrove
G Meakin
H C Byrte
S A Phillips
R J Hankinson
C H Cartwright
Percy M Bright

WITNESSES' SIGNATURES, ADDRESSES AND DESCRIPTIONS

K E BARNES, Hinton Admiral Christchurch, Secretary
J JOHNSON, Abchurch Chambers, Bournemouth Chartered Accountant
M HADGRAFT, 17, Pelham Crescent, South Kensington Secretary
H H HAYES, Elston, 42 De Lisle Road, Bournemouth Clerk to Commissioners
R C BUSH, The Terrace, Shifnal, Salop Secretary
H H HAYES, Elston, 42, De Lisle Road, Bournemouth Clerk to Commissioners
J JOHNSON, Abchurch Chambers, Bournemouth Chartered Accountant
H H HAYES, Elston, 42, De Lisle Road, Bournemouth Clerk to Commissioners
H H HAYES, Elston, 42, De Lisle Road, Bournemouth Clerk to Commissioners
J JOHNSON, Abchurch Chambers, Bournemouth Chartered Accountant
H N PENN, Berkeley Hall, Bournemouth Secretary

THE COMPANIES ACT 1929

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE BOURNEMOUTH CRICKET AND SPORTS CLUB, LIMITED

(NAME CHANGED TO BOURNEMOUTH SPORTS CLUB LIMITED ON 31 MARCH 1989)

GENERAL

- 1 The regulations contained in Table "A" in the First Schedule to the Companies Act, 1929, shall apply to this Company except so far as the same are, expressly or by implication, hereinafter excluded or modified
- 2 In Clause 1 of Table "A" there shall be added immediately after the words "in these regulations" the words "and in any Articles adopting or modifying the same "

CONTRACT

- 3 The Company shall forthwith acquire and take possession of the property described in Clause 3 (A) of the Memorandum of Association, and shall adopt and carry into effect, with such modification, if any, as the Directors shall think fit, the agreement in the said clause mentioned

THE MINIMUM SUBSCRIPTION

- 4 The minimum subscription, within the meaning of the Companies Act, 1929, Section 39, on which the Directors may proceed to the first allotment of shares offered to the public for subscription shall be shares to the nominal value of £2,650

TRANSFER OF SHARES

- 5 In Clause 19 of Table "A" there shall be substituted for the words "not being fully paid shares" the words "whether in respect of shares fully paid or not "
- 6 There shall be added, immediately after Clause 19 of Table "A" the following -
 - "19 (A) In the case of the Directors declining to register a transfer of fully paid shares which are not subject to a lien in favour of the Company, the transferee shall be informed the reason for the Directors' refusal to register such transfer In such case, the Directors may offer to register such transfer subject to such undertaking as they may reasonably require being given by the transferee In such case as aforesaid, the

Directors shall decline to register any transfer upon proper and reasonable grounds only, but provided that they act bona fide, they shall not be held liable or responsible in case they decline to register any such transfer without proper or reasonable grounds therefor ”

DIRECTORS

- 7 Clauses 64, 65 and 66 of table “A” shall not apply, but the following clauses shall stand in place thereof -

“64 There shall be no Share Qualification for the Directors of the Company

“65 (A) Until otherwise determined, the number of Directors shall be not less than four nor more than twenty. Either of the aforesaid numbers may be varied, and further or substitutional Directors may be determined or appointed in writing by the Company in General Meeting

(B) The first Directors shall be as follows -

Major Sir GEORGE LLEWELLYN TAPPS GERVIS MEYRICK, Bart , of Hinton Admiral, Near Christchurch, Hants

Brig -Gen ROBERT MONTAGUE POORE, C I E , D S O , of Rose Lawn Coppice, Broadstone, Near Wimborne, Dorset

Sir JOHN CECIL POWER, Bart , M P , of 32 Chesham Place, London, S W 1, and Newlands Manor, Milford-on-Sea, Hants

THOMAS VICTOR SOMERVILLE, O B E , M C , of 10, Talbot Avenue, Bournemouth, Hants Physician and Surgeon

HERBERT HENRY GRATWICKE BLAGRAVE, of The Grange, Beckhampton, Near Marlborough, Wilts Gentleman

GERALD MEAKIN, of Pembroke Lodge, Southbourne, Bournemouth, Hants Schoolmaster

Major HENRY CHARLES BYRTE, of Witchampton, Near Wimborne, Dorset Gentleman

SIDNEY ARCHER PHILLIPS, J P , of The Old Ride, Canford Cliffs, Dorset Schoolmaster

ROBERT JAMES HANKINSON, of Richmond Chambers, The Square, Bournemouth Chartered Surveyor

CHARLES HENRY CARTWRIGHT, J P , of Saxon, 12 St Anthony’s Road, Bournemouth Company Director

PERCY MAY BRIGHT, J P , of Nethercourt. 60 Christchurch Road. Bournemouth, Company Director

“66 The Directors shall receive no remuneration for their services ”

- 8 There shall be added immediately following Clause 67 of Table “A” the following -

“The Directors may, at any time and from time to time, delegate all or any of the powers, authorities and discretions for the time being vested in the Directors (with the exception of the power of delegation) to any person or committee appointed or elected by the Company, such election to be held in such manner as the Directors shall think proper, and such person or committee shall be personally and individually responsible and accountable to the Company in all respects as if such person or the members of such committee were a Director or Directors of the Company The Directors or the Company in General meeting shall have power to terminate or vary such delegation upon giving notice to any such person or committee, but such termination or variation shall not invalid for such termination or validate any prior act or thing which would have been valid for such termination or variation ”

- 9 There shall be deleted from Clause 68 of Table “A” the words “and at such remuneration” to “partly in another ”

- 10 There shall be added immediately after Sub-Clause (9) of Clause 72 of Table “A” the following-

“(H) or is by written notice signed by not less than three-fourths of the Directors of the Company, called upon to resign and does not, within one week from such notice, resign his office as Director, or

(I) Is prohibited from being a Director by an order made under the provisions of the Companies Act, 1929, Sections 217 and 275 ”

- 11 Clause 73 of Table “A” shall not apply, but the following shall be substituted therefore -

“73 The Directors nominated above as the first Directors shall hold office for a period of three years from the date of registration of the Company At the first Ordinary General Meeting of the Company to be held after the expiration of the aforesaid period the said Directors shall retire from office, and at the Ordinary General Meeting in every subsequent year, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office ”

- 12 The above-mentioned Thomas Victor Somerville shall not be precluded from acting or voting with reference to the Agreement in Clause 3 hereof at any meeting of the Directors or of the Company, by virtue of his being a party to such Agreement

- 13 A resolution signed by not less than one-half of the Board of Directors shall have the same effect and validity as a resolution of the board duly convened and constituted

- 14 There shall be added immediately after Clause 4 of Table “A” the following -

“No person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share or interest in any fractional part of a share, or, except only as may be hereinafter provided, any other right to or in respect of any share or interest in the Company, except an absolute right to the entirety of a share in the registered holder thereof ”

COMPULSORY TRANSFER OF SHARES

- 15 (i) Any member (hereinafter called "retiring member") to whom a notice (hereinafter called "the Sale Notice") by the Company demanding the transfer of the shares registered in his name within such period as is specified therein shall have been undelivered or who does not comply with the terms thereof shall be deemed to wish to sell such shares at the fair value certified in writing by the auditor (who shall be considered to be acting as an expert and not as an arbitrator and accordingly the Arbitration act 1950 shall not apply) and the Company shall be deemed to be retiring member's agent for the purposes only of selling all or any or the said shares to any person or persons whether a member of the Company or not selected by the directors. The Company shall give the retiring member notice (hereinafter called "the Second Sale Notice") of the intended sale and the Company shall be bound to complete the sale unless the retiring member shall notify the Company in writing of his objection to the intended sale within eight days from the Company sending him the Second Sale Notice. The directors shall consider the merits of such objection and the Company may complete the intended sale or not as the directors in their absolute discretion shall think fit. If the retiring member shall not execute a transfer of such shares within twenty-one days from the Company sending him the Second Sale Notice the Company may appoint any person to execute a transfer of the shares and the Company may receive the purchase moneys on behalf of the retiring member who shall return to the Company any certificate in respect of such shares. The receipt of the Company for the purchase moneys shall be a good discharge to the purchase. The Company shall cause the name of the retiring member to be deleted from the Register of Members and thereupon he shall cease to be a member of the Company but nevertheless he will be liable to pay to the Company all moneys then payable by him to the Company in respect of such shares but his liability therefor shall cease if and when the company shall have received payment in full of the said moneys and the Company shall cause the name of the purchase to be entered in the Register of Members.
- (ii) Upon the sale of any share in pursuance to Sub-Article (i) of this Article the purchase moneys received by the Company shall be a debt due to the retiring member in whose name they were registered before such sale as aforesaid and time shall be deemed to run for the purpose of the Limitation Act 1939 from the date when such moneys as aforesaid are received by the Company. Interest shall not be payable to the person or persons entitled to such moneys.

PRIVATE COMPANY

- 16 The Company is a Private Company and accordingly -
- a) The right to transfer Shares is restricted in manner hereinafter prescribed,
 - b) The number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly they shall for the purpose of this Regulation be treated as a single Member.
 - c) Any invitation to the public to subscribe for any Shares or Debentures of the Company is prohibited,
 - d) The Company shall not have power to issue Share Warrants to bearer.

17 Clause 51 of Table "A" shall not apply, but the following clause shall stand in place thereof -

- 51 No business shall be transacted at any General meeting unless a quorum of Members is present at the time when the Meeting proceeds to business, save as herein otherwise provided two members present in person or by proxy shall be a quorum

DIVIDENDS

- 18 The income of the Company shall not be available for dividend or distribution to the Shareholders but shall be retained in the Company or used for the purposes of promoting the Bournemouth Sports Club and generally to the advancement of the objects for which the Company was established Regulations 89-96 of Table "A" to the Companies Act 1929 shall not apply

WINDING UP

- 19 If the Company is wound up (whether the liquidation is voluntary or compulsory) the surplus assets of the Company shall be used for the purposes of promoting the Bournemouth Sports Club and generally to the advancement of the objects for which the Company was established

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JOHN CECIL POWER, 32 Chesham Place, London, S W 1, and Newlands Manor, Milford-on-Sea, Hants	Baronet, MP
W SOMERVILLE, 10, Talbot Avenue, Bournemouth, Hants	Physician and Surgeon
H H G BLAGRAVE, The Grange, Beckhampton, Near Marlborough, Wilts	Gentleman
G MEAKIN, Pembroke Lodge, Southbourne, Bournemouth, Hants	Schoolmaster
H C BYRTE, Witchampton, Near Wimborne, Dorset	Gentleman
S A PHILLIPS, The Old Ride, Canford Cliffs, Dorset	Schoolmaster
R J HANKINSON, Richmond Chambers, The Square, Bournemouth, Hants	Chartered Surveyor
CHAS. H CARTWRIGHT, Saxon, 12 St Anthony's Road, Bournemouth, Hants	Company Director
PERCY M BRIGHT, Nethercourt, 60 Christchurch Road, Bournemouth, Hants	Company Director

Dated the 25th day of February, 1930

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