

31-10-98

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No. 470509

THE COMPANIES ACTS 1985 AND 1989COMPANY LIMITED BY SHARESOXFORD UNITED FOOTBALL CLUB LIMITED

At the Forty Seventh Annual General Meeting of the Company held at the Supporters' Club main hall, Manor Ground, Headington, Oxford on 19th October 1998 the following Resolutions were passed, Resolutions 1 and 2 being Ordinary Business and Resolutions 3, 4 and 5 being Special Business, such resolutions being categorised Ordinary or Special as set out below:-

ORDINARY BUSINESSOrdinary Resolutions

1. To consider and adopt the Report of the Directors and Audited Accounts for the year ended 30th June 1997.
2. To re-appoint Critchleys to hold office as Auditors of the Company until the conclusion of the next General Meeting before which accounts are laid, and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESSOrdinary Resolution

3. That such individual proposed (and not vetoed) in accordance with the Articles of Association as shall receive the largest number of votes (whether on a show of hands or on a poll) of the Minority Shareholders entitled to attend and vote upon such appointment shall be appointed as Special Director until the conclusion of the next Annual General Meeting.

Ordinary Resolution

4. That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (as amended) (the "Act"), to exercise all the powers of the Company to allot relevant securities as defined in sub-section 2 of the said Section 80 up to an aggregate nominal amount equal to the authorised but unissued share capital of the

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Company as at the date hereof provided that this authority shall expire five years from the date of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted prior to such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. This authority shall supersede all previous authorities conferred upon the Directors pursuant to the said Section 80, which authorities are hereby revoked.

Special Resolution

5. That the Articles of Association be amended by:-

5.1 adding a new article 42 as follows:-

"Football Association

- 42 (a) The Rules and Regulations of The Football Association Limited for the time being shall be deemed to be incorporated herein and shall prevail in the event of any conflict with the provisions set out herein.
- (b) 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 Limited 14 days or more before the day on which the alteration is proposed to take place.
- (c) The office of a Director shall be vacated if such person 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."

5.2 replacing the existing article 40 with the following:-

"Winding-up

- 40 Subject to Article 3 above, on the winding-up of the Company the surplus assets shall be applied, first, in repaying the members the amount paid on their shares respectively. If such assets are insufficient to repay the said amount in full, they shall be applied rateably, so that the loss shall fall upon the Members in proportion to the amount called up on their shares respectively. No Member shall be entitled to have any call upon other Members for the purpose of adjusting the Members' rights; but where any call has been made and has been paid by some of the Members such call 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 by

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the Members of the Club, at or before the time of dissolution as they shall direct, to The Football Association Benevolent Fund, or to some Club or institute in the county of Oxfordshire having objects similar to those set out in the Memorandum of Association or to any local charity, or charitable or benevolent institution situate within the said county.

In default of any such decision or apportionment by the members of the Club, the same shall 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."


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Chairman

Presented by
Darbys
Oxford
Solicitors