

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 6190029

The Registrar of Companies for England and Wales hereby certifies that  
HALIFAX RLFC (TRADING) LTD.

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, Cardiff, the 28th March 2007



\*N06190029E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC007B



# 12

Please complete in typescript,  
or in bold black capitals

CHFP025

## Declaration on application for registration

6190029

### Company Name in full

Halifax RLFC (Trading) Ltd

I, Michael Alan Steele

of Rosemont, Bradshaw, Halifax, West Yorkshire HX2 9UX

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~PERSON NAMED AS DIRECTOR OR SECRETARY OF THE COMPANY IN THE STATEMENT DELIVERED TO THE REGISTRAR UNDER SECTION 10 OF THE COMPANIES ACT 1985~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985 † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

### Declarant's signature

Declared at 25, Harrison Road  
Halifax West Yorkshire

Day Month Year

On 23 03 2007

**clarksons SOLICITORS**  
27 HARRISON ROAD  
HALIFAX HX1 2AT

MOHAMMED ALI SIDDIQUE

Signed

Date 23/3/07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query

M A Steele  
Rosemont  
Bradshaw  
Halifax  
HX2 9UX  
DX number  
Tel 01422 246538  
DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

SATURDAY



A13  
24/03/2007  
COMPANIES HOUSE  
551

Laserform International

29



# 10

Please complete in typescript,  
or in bold black capitals

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

### Company Name in full

Halifax RLFC (Trading) Ltd

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

The Shay Stadium

Shaw Hill

Post town Halifax

County / Region West Yorkshire

Postcode HX1 2YS

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record

M A Steele

Rosemont

Bradshaw

Halifax

HX2 9UX

DX number

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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



**Company Secretary** (see notes 1-5)Company name **Halifax RLFC (Trading) Ltd**

NAME \*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s) **Michael Alan**Surname **Steele**

Previous forename(s)

Previous surname(s)

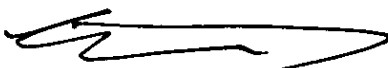
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

**Rosemont****Bradshaw**Post town **Halifax**County / Region **West Yorkshire**Postcode **HX2 9UX**Country **England**

I consent to act as secretary of the company named on page 1

Consent signature

Date **23.03.2007****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Mr

\*Honours etc

Forename(s) **Ian**Surname **Griffiths**

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

**Apartment 78****The Riverine**Post town **Sowerby Bridge**County / Region **West Yorkshire**Postcode **HX6 3LY**Country **England**

Date of birth

Day Month Year  
**0 9 0 3 1 9 6 6**Nationality **British**

Business occupation

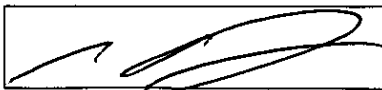
**Mortgage Consultant**

Other directorships

**Shoparound 4 Mortgages Ltd****Affordable Life Ltd Halifax Rugby League Football Club**

I consent to act as director of the company named on page 1


Consent signature

Date **22/3/07**

## Directors

(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	Mr	<b>*Honours etc</b>	
<b>Forename(s)</b>	Michael Alan			
<b>Surname</b>	Steele			
<b>Previous forename(s)</b>				
<b>Previous surname(s)</b>				
<b>Address</b> ††	Rosemont			
	Bradshaw			
<b>Post town</b>	Halifax			
<b>County / Region</b>	West Yorkshire	<b>Postcode</b>	HX2 9UX	
<b>Country</b>				
<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>
	0   1	0   1	1   9   4   7	British
<b>Business occupation</b>	Retired Solicitor			
<b>Other directorships</b>	Reflecting Roadstuds Ltd Halifax RLFC Ltd			
	Shay Stadium Trust Ltd Calderdale Community Stadium Ltd			
	I consent to act as director of the company named on page 1			
<b>Consent signature</b>			<b>Date</b>	23.03.2007

### This section must be signed by

Either

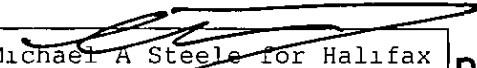
an agent on behalf  
of all subscribers

Signed

Date

Or the subscribers

Signed

  
Michael A Steele for Halifax  
Rugby League Football Club Ltd

Date

23.03.2007

(i.e. those who signed  
as members on the  
memorandum of  
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

### Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

### Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

### 3 Directors details

- Show for each individual director the director's date of birth, business occupation and nationality  
**The date of birth must be given for every individual director**

### 4 Other directorships

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

10/00/00

002794/20

543

# COMPANIES ACT 1985

Private Company Ltd by Shares

## MEMORANDUM OF ASSOCIATION

of

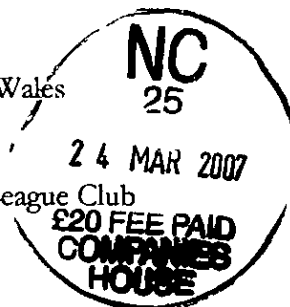
**Halifax RLFC (Trading) Ltd**

SATURDAY



A13 \*ALVHLO4K\* 24/03/2007 567  
COMPANIES HOUSE

- 1 The name of the company is Halifax RLFC (Trading) Ltd.
- 2 The registered office of the company is to be situated in England and Wales
- 3 The objects for which the company is established are
  - 3.1 to acquire and carry on the business of a Professional Rugby League Club based in Halifax West Yorkshire,
  - 3.2 to act as a General Trading company,
  - 3.3 to provide administrative, financial and other services and facilities for any company in which this company is interested, or for any other persons,
  - 3.4 to sell or dispose of the undertaking or any property or assets of the company for such consideration as may be thought fit, including the share or loan capital or other obligations of any body corporate,
  - 3.5 to guarantee, grant indemnities in respect of, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company or by both such methods, the performance of the contracts or obligations and the repayment or payment of the principal and premium of and interest and dividends on any securities or obligations of any company whether having objects or engaged or intending to engage in business similar to those of the company or not, notwithstanding the fact that the company may not receive any consideration or advantage, direct or indirect, from entering into any such guarantee or other arrangement or transaction contemplated herein,
  - 3.6 to do all or any of the above things either alone or as a member of a partnership, trading group or consortium, and in any part of the world,
  - 3.7 to carry on any other activity and do anything of any nature which may seem to the directors capable of being conveniently carried on or done by the company in connection with the above, or may seem to the directors calculated directly or indirectly to benefit the company,



3 8 the objectives specified in each sub-clause of this clause shall, unless otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which such objects are stated or, the name of the company or the nature of any business carried on by the company, but shall be construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and independent company

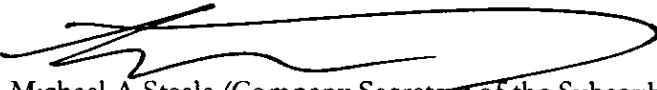
4 The liability of the members is limited to the amount (if any) for the time being unpaid on the shares held by them respectively

5 The share capital of the company is £10,000,000 divided into Ten Million shares of one pound each

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares specified opposite our respective names

Names and addresses of subscribers	Number of shares taken by each subscriber
Halifax Rugby League Football Club Limited The Shay Stadium Halifax HX1 2YS	One

Total shares taken 1

  
Michael A Steele (Company Secretary of the Subscriber)

For the Subscriber

*23. March 2007*

Witness to the above signature

(signature and address of witness)

M. Holt

23 HILLCREST

BURNLEY ROAD

SAWERBY BRIDGE

HALIFAX

HX6 2TS



**Articles of association**  
of  
**Halifax RLFC (Trading) Ltd**

**1. Preliminary**

- 1 1 The regulations constituting Table A2 in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended ('Table A') shall apply to the company except in so far as they are excluded or varied by these articles
- 1 2 Expressions defined in regulation 1 of Table A shall where the context admits bear in these articles the meanings so defined

**2. Share capital**

- 2 1 The original share capital of the company is £10,000,000 divided into 10,000,000 ordinary shares of £1 each
- 2 2 The shares of the company for the time being unissued, whether forming part of its original capital or not, shall be at the disposal of the directors, who shall have general and unconditional authority for a period of five years from the date of the incorporation of the company and afterwards, pursuant to an offer made by the company before the expiry of the five-year period, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they shall think fit
- 2 3 In regulation 2 of Table A there shall be substituted for the words following 'issued with' the words 'or have attached to it such rights or restrictions as the company may by special resolution determine'
- 2.4 The provisions of Section 89(1) of the Act do not apply to the Company

**3 Lien and forfeiture**

- 3 1 The lien conferred by regulation 8 of Table A shall attach to fully paid as well as to partly paid shares, and to all shares registered in the name (whether as sole or joint holder) of any person indebted or under liability to the company. The directors may at any time declare any share to be wholly or partly exempt from the provisions of this article.
- 3 2 In regulation 8 of Table A there shall be substituted for the words 'any amount payable in respect of it' the words 'all distributions and other moneys or property

attributable to it', and the same words shall be substituted in regulation 19 for the words 'all dividends or other moneys payable in respect of the forfeited shares'

#### **4      Transfer of shares**

4 1      Any member may at any time transfer any of his shares to any relative of his (as defined below), and the personal representatives of a deceased member may transfer any of the shares registered in his name as sole holder or as sole surviving joint holder to any relative of the deceased member becoming entitled to such shares under the will or on the intestacy of the deceased member. For the foregoing purposes 'relative' means and includes either parent and the children and remoter issue (whether natural or adopted) over the age of 18 years of either parent of the deceased member, and any wife, widow, husband or widower of any such parent, child or remoter issue, or of the member or deceased member himself or herself.

4 2      Any shares registered in the name of one or more holders as the trustees or trustee of a will or settlement may be transferred into the name or joint names of any new or continuing trustees or trustee upon any change in the trusteeship thereof, or into the name of any person becoming absolutely entitled to such shares (whether or not in pursuance of the exercise of any discretionary power) by virtue of the trusts of such will or settlement.

#### **4 3**

4 3 1      Notwithstanding any other provisions of these articles of association of the Company no acquiror (as defined below) shall be entitled or permitted to be able to acquire a controlling interest in the Company and no transfers of shares conferring a controlling interest shall be registered unless and until the acquiror shall have made an offer in writing to all the shareholders of shares in the Company at the relevant time (other than the acquiror, if he is already a holder) (together 'the recipients') to purchase from them for cash all their shares in the Company upon terms that the total price per share (as defined below) shall be not less than the minimum price (defined below) and otherwise on the terms specified in this clause.

4 3 2      For the purposes of this clause 4 3

4.3.2.1 'acquiror' shall refer to one person or group of persons acting in concert, and persons shall be deemed to be acting in concert if the Company was a public company and if they would be regarded as so doing under The City Code on Takeovers and Mergers in force from time to time;

4.3.2.2 the expression 'acquire' shall mean being or becoming the owner of shares in the Company whether directly or indirectly (including acquiring shares or other rights of control over any body corporate or other entity which, directly or indirectly, holds shares in the Company) and whether by issue, transfer, renunciation or conversion of shares (or otherwise howsoever),

4.3.2.3 a 'controlling interest' shall mean shares conferring in the aggregate more than half the votes exercisable at any general meeting of the Company;

4.3.2.4 'the total price per share' shall mean the total consideration offered or paid or payable by the acquiror or his nominees for the shares (or interest, direct or indirect in the shares) which have triggered the provisions of this clause) plus any other consideration (in cash or otherwise) received or receivable by any holders thereof which having regard to the substance of the transaction as a whole can reasonably be regarded as additional to the price paid or payable for such shares (or interest as aforesaid) divided by the number of shares in the Company in question,

4.3.2.5 'the minimum price' shall be a price per share which shall be not less than the higher of

4.3.2.5.1 the highest price per share (after any additions as aforesaid) at which the acquiror shall have acquired any shares of the Company (or interest therein) during the 6 months prior to the making of the offer required by this article 4.3, and

4.3.2.5.2 the highest price per share (after any additions as aforesaid) offered by the acquiror for the acquisition of any shares of the Company (or interest therein) held by any member during the 6 months prior to the making of the offer required by this article 4.3 and for these purposes an offer need not be binding or unconditional if it would be reasonable for a recipient to regard it as a proposal in respect of which there was a serious intention to carry it into effect

4.3.3 An offer made pursuant to clause 4.3.1 above must allow each recipient at least 15 days in which to accept the same and must be accompanied by a statement setting out the terms of the offer together with copies of all documents required to be executed by acceptors of it. If any such offer is accepted by any or all the recipients the restrictions (if any) on transfers of shares contained in this Article 4.3 shall not apply in relation to the transfer of such shares and the directors shall be bound to register such transfer and the parties shall take all steps as are available to them to give effect to the foregoing

4.3.4 If a recipient has not accepted an offer made to them pursuant to and in accordance with the provisions of clause 4.3.1 above, the parties agree that the acquiror shall be entitled within 21 days of the expiry of the offer period referred to in clause 4.3.3 above to require such recipient to sell all their remaining shares in the Company to the acquiror at the same total price per share (defined above) which shall not be less than the minimum price per share (as defined above)

4.4 The personal representatives of any deceased member shall be bound, if and when called upon by the directors to do so not earlier than six months after the date of his death, to give a transfer notice in respect of all the shares registered in the name of the deceased member as sole holder or as sole surviving joint holder at the date of his death, or such of those shares as still remain so registered. If

within a period of 21 days after being called upon the personal representatives fail either to give such a transfer notice, or to present for registration one or more transfers of such shares authorised by article 41, they shall be deemed to have given a transfer notice at the expiration of that period, and the provisions of the preceding paragraphs of this article shall have effect accordingly

- 45 If any member is adjudged bankrupt, his trustee in bankruptcy shall be bound immediately to give to the company a transfer notice in respect of all the shares registered in the name of the bankrupt member as sole holder or as sole surviving joint holder at the date of his bankruptcy, and if no such transfer notice is given within one month of the bankruptcy the trustee in bankruptcy shall be deemed to have given it at the end of that period, and the said provisions shall have effect accordingly The transfer notice given or deemed to be given shall be deemed not to contain a specified price for the shares and the price shall be the fair value for such shares determined by the auditors for the time being of the company in accordance with article 437

## **5 Alteration of capital**

- 51 In regulation 32 of Table A there shall be inserted after the words 'the resolution may' in paragraph (c) the parenthesis '(if it is a special resolution)'
- 52 In regulation 33 of Table A the parenthesis '(including, subject to the provisions of the Act, the company)' shall be omitted<sup>10</sup>

## **6 Votes of members**

- 61 In regulation 54 of Table A there shall be inserted after the second occurrence of the words 'every member' the words 'present in person or by proxy'
- 62 In regulation 61 of Table A there shall be substituted for the words following 'the instrument appointing a proxy shall be in' the words 'any form which enables the members to direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used'

## **7 Proceedings at general meeting**

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved In any other case it shall stand adjourned to such day and at such time and place as the

directors determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

## **8 Appointment and retirement of directors**

8.1 In regulation 81 of Table A there shall be inserted in paragraph (d) after the words 'to the company' the words 'left at the office'.

8.2 Regulations 73 to 78 inclusive of Table A shall not apply to the company, and in the second sentence of regulation 79 the words following 'annual general meeting' shall be omitted.

## **9 Remuneration of directors**

In regulation 82 of Table A there shall be inserted after the words 'such remuneration' the words 'for their services as such', and at the end of that regulation the sentence 'A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office'.

## **10 Directors' appointments**

10.1 In regulation 84 of Table A there shall be inserted in the third sentence after the words 'shall terminate' the parenthesis '(unless the terms of his appointment otherwise provide)'.

10.2 Unless otherwise determined by ordinary resolution the number of directors shall not be subject to any maximum. The minimum number of directors shall be one. Regulation 64 of Table A shall not apply to the company.

## **11 Proceedings of directors**

11.1 In regulation 90 of Table A there shall be substituted for the words 'fixed as the quorum, they' the words 'constituting the quorum, they or he'.

11.2 Regulation 94 of Table A shall not apply to the Company.

## **12 Secretary**

In regulation 99 of Table A there shall be added at the end the words 'but without prejudice to any claim for damages he may have for breach of contract by the company'.

13 **Dividends**

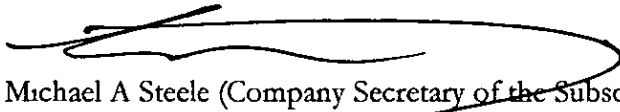
In regulation 104 of Table A there shall be inserted after the words 'as from a particular date' the words 'or to a particular extent'

14 **Notices**

In regulation 115 of Table A the words 'unless the contrary is proved' shall be omitted

Names and addresses of subscribers	Number of shares taken by each subscriber
Halifax Rugby League Football Club Limited The Shay Stadium Halifax HX1 2YS	One

Total shares taken 1

  
Michael A Steele (Company Secretary of the Subscriber)  
For the Subscriber

(date) 23 March 2007

Witness to the above signatures

(signature and address of witness)

M Holt  
23 HILCREST  
BURNLEY ROAD  
SOWERBY BRIDGE  
HX6 2TJ