

ILKESTON TOWN FC LIMITED

Company No 10845327

(the "Company")

Minutes of a meeting of the board of directors of the Company held at
on 8th July 2021 at 1 ~~am~~/pm.

Present: David Hilton (Chairperson)
Mark Robert Clifford



1. Preliminaries

1.1 The Chairperson confirmed that:-

1.1.1 due notice of the meeting had been given to each director entitled to receive it; and

1.1.2 each director who was not available to attend the meeting was aware of the purpose of the meeting and had agreed to the proposals to be considered at it.

1.2 The Chairperson reminded the directors of the need to consider their general duties, including those contained in the Companies Act 2006 (the "Act"), in considering the matters to be dealt with at the meeting.

2. Business of the meeting

The Chairperson reported that the business of the meeting was to consider, and if thought fit approve (subject to approval of the shareholders of the Company) amendments to the articles of association of the Company.

3. Declarations of interest

3.1 Each director present confirmed that they had no direct or indirect interest in any way in the proposed arrangements to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

3.2 Accordingly, the Chairperson reported that due notice of the meeting had been given and that a quorum was present and the Chairperson declared the meeting open.

4. Documents produced to the meeting

The following documents were produced to the meeting:

1. The first part of the document is a list of names.

2. The second part is a list of dates.

3. The third part is a list of places.

4. The fourth part is a list of events.

5. The fifth part is a list of people.

6. The sixth part is a list of organizations.

7. The seventh part is a list of institutions.

8. The eighth part is a list of departments.

9. The ninth part is a list of committees.

10. The tenth part is a list of subcommittees.

11. The eleventh part is a list of working groups.

12. The twelfth part is a list of task forces.

13. The thirteenth part is a list of advisory boards.

14. The fourteenth part is a list of consultants.

15. The fifteenth part is a list of experts.

16. The sixteenth part is a list of specialists.

17. The seventeenth part is a list of researchers.

18. The eighteenth part is a list of scholars.

19. The nineteenth part is a list of writers.

20. The twentieth part is a list of artists.

21. The twenty-first part is a list of musicians.

22. The twenty-second part is a list of dancers.

23. The twenty-third part is a list of actors.

24. The twenty-fourth part is a list of directors.

25. The twenty-fifth part is a list of producers.

26. The twenty-sixth part is a list of managers.

27. The twenty-seventh part is a list of executives.

28. The twenty-eighth part is a list of officials.

29. The twenty-ninth part is a list of members.

30. The thirtieth part is a list of participants.

- 4.1 a draft of a written resolution of the members of the Company (the "**Written Resolution**") proposing the following resolution:

Special resolution

THAT the articles of association of the Company be amended by inserting a new Article 37.6 as follows:

37.6 *Notwithstanding any other provision of these articles:*

37.6.1 *the directors shall not decline to register or delay in registering any transfer of any share;*

37.6.2 *no holder of shares in the Company will be required to comply with any provision of these articles which restricts the transfer of shares or which requires any shares to be first offered to all or any current shareholders of the Company before any transfer may take place; and*

37.6.3 *no holder of shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise*

where such transfer is:-

- (i) to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "**Secured Institution**");* or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares; or*
- (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,*
and the directors shall forthwith upon receipt register any such transfer of shares.

- 4.2 a new set of articles of association of the Company incorporating the new article 37.6 as set out above.

5. MEMBER APPROVAL

The meeting was adjourned pending consideration of the Written Resolution by the members and subsequently reconvened following the approval of the Written Resolution by the members.

6. Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED, following the passing of the Written Resolution, to approve the new articles of association and adopt them as the articles of association of the Company.

7. Filing

The Chairperson instructed Mark Frost FCCA to:

- 7.1 Arrange the printing of the amended articles of association.
- 7.2 Arrange for a copy of the amended articles of association of the Company to be filed at Companies House:

8. Close

There was no further business and the Chairperson declared the meeting closed.



Chairperson



(Date)