

DUPLICATE FOR THE FILE.]

No. 7629



# Certificate of Incorporation.

I hereby Certify, That

The St. Johnstoe Football Club, Limited.

this day incorporated under the Companies (Consolidation) Act, 1908, and that this Company is Limited.

GIVEN under my hand at Edinburgh, this Ninth day of August,

Thousand Nine Hundred and Ten.

*Keneth Mackenzie*

Registrar of Joint-Stock Companies.



(a) Here insert:  
"I" or "We."  
(b) Here insert:  
"My" or "Our."

(a) *We*, the undersigned, hereby testify (a) *our* consent to

act as directors of the *St Johnstone Football*  
*Club*

Limited,

pursuant to S. 72 (1) (1) of the Companies (Consolidation) Act, 1908.

\*If a director signs  
by "his agent author-  
ised in writing," the  
authority must be pro-  
duced and a copy filed.

This Margin is to be reserved for binding.

Signature	Address	Description
<i>Robert Campbell</i>	<i>5 St. John St. Perth</i>	<i>Solicitor</i>
<i>James Macrae</i>	<i>Victoria Hotel Perth</i>	<i>Hotelkeeper.</i>
<i>Robert Hally</i>	<i>Perth Building Museum St. Perth</i>	<i>Grain Merchant</i>
<i>James L Davidson</i>	<i>Newrow Perth</i>	<i>Plumber.</i>
<i>William M Kendrick</i>	<i>33 St John Street Perth</i>	<i>Butcher</i>
<i>James Cramp</i>	<i>19 Kennoull Causeway Perth</i>	<i>Builder</i>
<i>Wm A Breunis</i>	<i>13 Burnside Pherrybank Perth</i>	<i>Printer</i>
<i>David Buchanan</i>	<i>15 Bathornie Street Perth.</i>	<i>Printer.</i>
<i>Robert M. Alexander</i>	<i>York Corner 5 York Place Perth</i>	<i>Warehouseman</i>

Dated this *3<sup>rd</sup>* of *August* 19 *10*.

S. 72 (3) of the Companies (Consolidation) Act, 1908, provides:—

“That this section shall not apply to a private Company nor to a prospectus issued by or on behalf of  
“a Company after the expiration of one year from the date at which the Company is entitled to commence  
“business.”

Certificate No. —

Price Twopence.

Form No. 41.

**"THE COMPANIES (CONSOLIDATION) ACT, 1908."**

---



A 5/-  
Companies  
Registration  
Fee Stamp  
to be  
impressed  
here.

DECLARATION of Compliance with the requirements of the Companies

(Consolidation) Act, 1908, made pursuant to S. 17 (2) of the said Act

(8 Edw. 7, c. 69), on behalf of a Company proposed to be registered as the

St Johnstone Football Club  
Limited

---

Presented for Filing

EX-COPIED by John A. Stewart Campbell  
Solicitor, 5 St John St  
Perth

REGISTERED  
9 AUG. 1910 26

NOTE.—This margin is reserved for binding, and must not be written across.

I Robert Campbell  
of 5 St John Street Perth  
Solicitor

(a) Here insert—  
"A Solicitor of the  
"High Court engaged  
"in the formation,"  
or  
"A person named in  
"the Articles of  
"Association as a Director  
"or Secretary."

Do solemnly and sincerely declare that I am (a)

an

Enrolled Law Agent engaged  
in the formation

of the

St Johnstone Football Club

Limited, and That all the requirements of the Companies (Consolidation)  
Act, 1908, in respect of matters precedent to the registration of the said  
Company and incidental thereto have been complied with. And I make  
this solemn Declaration conscientiously believing the same to be true and by  
virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at

Perth

the eight day of

August

one thousand nine hundred and

ten

before

me,

W. H. Miller, J.P.

Robert Campbell

THE COMPANIES (CONSOLIDATION)

COMPANY LIMITED BY SHARES.

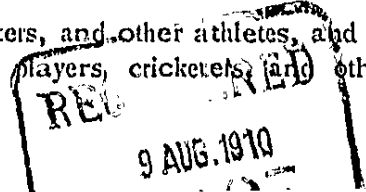


MEMORANDUM OF ASSOCIATION  
OF THE

**St. Johnstone Football Club, Limited.**

- I.—The name of the Company is "THE ST. JOHNSTONE FOOTBALL CLUB, LIMITED."
- II.—The Registered Office of the Company will be situate in Scotland.
- III.—The objects for which the Company is established are:—

- (1) To take over and acquire the undertaking of the St. Johnstone Football Club, and generally the whole real and personal property, assets, and others referred to in and upon the terms defined by a Minute of Agreement dated 29th April and 2nd May, 1910, entered into between the St. JOHNSTONE FOOTBALL CLUB, PERTH, and JAMES TAYLOR DAVIDSON, Plumber, Douglas House, Pitcullen, Perth, *President*; JOHN PEEBLES, Plasterer, 4 St. Catherine's Road, Perth, *Secretary*; and ROBERT MORE ALEXANDER, Warehouseman, York Corner, 5 York Place, Perth, *Treasurer*, as Trustees for the said Club, of the first part, and ROBERT CAMPBELL, Solicitor, Perth, as Trustee acting for and on behalf of the Company (being this Company) then intended to be formed with Limited Liability, of the second part, or upon such other or varied terms as may be agreed upon.
- (2) To carry on the game of football, and generally the business of athletic entertainers, or any other business having for its main or principal object the practice and development of out-door and in-door athletic sports and entertainments.
- (3) To purchase, lease, or otherwise acquire a field or fields, and the proper and necessary grand and other stands, pavilions, and equipments for the practice and playing of football, lawn tennis, cricket, for cycle riding, gymnastic and athletic exercises, for the holding of football, cricket, cycle, gymnastic and other matches and competitions, and festivals and assaults-at-arms.
- (4) To purchase, acquire, feu, or lease and possess land and buildings, and to erect and maintain buildings on the subjects so acquired which the Company may think necessary, and capable of being used for the business of the Company.
- (5) To accept of money given or subscribed for prizes or otherwise in furtherance of the above-named objects or any of them, and to distribute such money in prizes or otherwise.
- (6) To grant sums of money in order to establish prizes in connection with any of the foresaid matches, competitions, festivals, and assaults-at-arms, all on such terms as may be prescribed by the Directors.
- (7) To maintain any premises which may be required, and to provide the same with a supply of football, cricket, cycling, tennis, gymnastic and all other apparatus necessary for the adequate and efficient carrying on of the business of the Company.
- (8) To employ amateur football players, cricketers, and other athletes, and to hire, employ, and pay professional football players, cricketers, and other



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professional athletes and entertainers, and servants, messengers, and workmen, in connection with and in furtherance of the objects of the Company, and to insure the players of the Company against accident for their own benefit.

- (9) To purchase or otherwise acquire and undertake all or any part of the property and liabilities of any person or company carrying on any business or engaged in any undertaking which this Company is authorised to carry on or engage in, or possessed of property or rights suitable for any of the purposes of this Company.
- (10) To purchase, lease, feu, or in exchange hire, or otherwise acquire any property, heritable or moveable, real or personal, which the Company may consider expedient or necessary for the purposes of the Company, with power to sell, let, feu, mortgage, exchange, or otherwise dispose of the same or any part thereof; to invest the monies of the Company not immediately required upon such securities as the Directors may consider expedient.
- (11) To make, accept, endorse, and execute promissory notes, bills of exchange, and other negotiable instruments.
- (12) To refer any claim or demand by or against the Company to arbitration, and observe and perform the awards.
- (13) To sell the undertaking of the Company or any part thereof.
- (14) To borrow or raise money for the purposes of the Company's business in such manner as the Company may think fit, and in particular by the issue of Debentures or Debenture Stock, and in security of such money so borrowed to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, or to transfer or convey the same absolutely or in trust, and to give the lenders power of sale and other usual and necessary powers, and to mortgage and charge the undertaking and all or any of the real and personal property present or future, and all or any of the uncalled capital for the time being of the Company.
- (15) To create and issue at par, or at a premium or discount, Debentures, Mortgage Debentures, Debenture Stock and other securities payable to bearer or otherwise, and either permanent or redeemable or repayable, and collaterally to secure any securities of the Company by means of a Trust Deed or otherwise.
- (16) To issue any Shares of the Company, at such times, and in such manner, and either at par or at a premium, or as fully, or in part, paid up, and generally upon such terms and conditions in every respect as the Board of the Company shall think fit.
- (17) To pay for any property or rights acquired by the Company either in cash or in Shares, with or without preferred or deferred rights in respect of dividend or repayment of capital, or otherwise, or by any securities which the Company has the power to issue or partly in one mode and partly in another, and generally on such terms as the Board may approve.
- (18) To amalgamate with any other Company whose objects are, or include, objects similar to those of this Company, whether by sale or purchase of the undertaking, subject to the liabilities of this or any such other Company, with or without winding up, or by sale or purchase of all the Shares, stocks, or securities of this or any such other Company as aforesaid, or by partnership, or an agreement of the nature of partnership or in any other manner.

(19) To make gifts or grant bonuses to persons in the employment of the Company, and to give or make any donations, subscriptions, or other payments to any person or persons, public, trade, charitable, educational or other institutions or objects.

(20) From time to time by special resolution to modify the conditions contained in the Memorandum of Association, so as to increase the capital of the Company by the issue of new Shares of such an amount as may by the Company be thought expedient, or to consolidate and divide capital into Shares of larger amount than the amount hereby fixed, or to reduce the capital to such an extent and in such a manner as may by resolution be determined.

(21) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, including therein the holding of musical or other entertainments, and it is declared in this Memorandum the word "Company" is to be deemed to include any partnership or other body of persons, whether corporate or incorporate, and whether domiciled in the United Kingdom or elsewhere.

IV.—The liability of the members is limited.

V.—The share capital of the Company is £750, divided into 3000 shares of 5/- each. The capital may be increased, and the original capital or any part thereof, or any increased capital or any part thereof, may be issued with such preferential dividend or preferential right in the distribution of the assets of the Company or both, or with such guarantee or with such deferred dividend or postponement in the distribution of the assets of the Company as the Company shall think expedient.

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 our respective names:—

NAME, ADDRESS, AND DESCRIPTION OF THE SUBSCRIBERS.	NO. OF SHARES TAKEN BY EACH SUBSCRIBER.
Robert Campbell, 5 St John St. Perth, Solicitor	Fifty shares.
James W. Cracken, Victoria Hotel, Perth	Fifty shares
Robert Halliday, Perth Buildings, Methuen St. Perth Grain Merchant	Twenty shares (20)
James I. Davidson, Newcas Perth (Plumber)	Twenty shares
William H. Kennedy, 13 St John Street Perth Butcher	Twenty shares.
James Cowan, 19 Throumoull Lane, Perth	Ten Shares
Wm. A. Bremner, 13 Throumoull Lane, Perth	Twenty shares
David Buchan, 15 Bathurst Street, Perth. Printer	Ten Shares.
Robert Mac Alexander, York House, York Place, Perth	20 shares

Dated the 3rd day of August Nineteen hundred and ten.

Witness to above signatures,

William C. E. Wayne,

# ARTICLES OF ASSOCIATION

OF THE

## Johnstone Football Club, Limited



1.—The Regulations contained in Table A in the first Schedule to the Companies (Consolidation) Act, 1908, shall, subject to the alterations, modifications, and additions aftermentioned, be the Articles of Association of the Company, and said Regulations shall bind the Company and the Shareholders thereof in the same way and manner, and as fully and effectually, as if they had been inserted *ad longum* herein. The following are the alterations, modifications, and additions above referred to, hereby made on Table A aforesaid, viz. :—

### PRELIMINARY.

2.—The Directors shall adopt, on behalf of the Company, the Agreement referred to in Clause III. (1) of the Memorandum of Association, and may carry the said Agreement into effect, with full power nevertheless from time to time to agree to any modification or alteration on the terms thereof.

3.—The Minimum Subscription upon which the Directors may proceed to Allotment is hereby fixed at 400 Shares of 5/- each. This provision shall only apply to the first offer of Shares to the public. The business of the Company may be commenced as soon after the Registrar of Joint Stock Companies has issued his certificate that the Company is entitled to commence business, as the Directors in their absolute discretion shall think fit.

### CALLS ON SHARES.

4.—Clause 12 of said Table A shall not apply, and in lieu thereof the following shall be substituted, viz. :—

“The Directors may from time to time make such call or calls upon the members in respect of all monies unpaid on their Shares as they think fit, provided that 14 days' notice at least be given of each call, and each member shall be liable to pay the amount of calls so made to the persons, and at the times and places appointed by the Directors.”

5.—No Shareholder shall be entitled to any of the privileges arising from the possession of a Share so long as a call or any part of a call, or any interest in respect thereof, shall be in arrear.

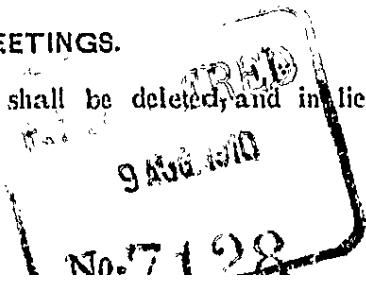
### ALTERATION OF CAPITAL.

6.—At the end of Clause 43 of said Table A there shall be added the words :—

“Such new Shares may be issued with preferential, guaranteed, or deferred right to dividends and in the distribution of the assets of the Company, and with a special, or without any right of voting, as the Company, by special resolution at the general meeting resolving upon the creation of such Shares, shall direct.”

### PROCEEDINGS AT GENERAL MEETINGS.

7.—In Clause 51 of said Table A the word “three” shall be deleted, and in lieu thereof shall be substituted the word “seven.”



## VOTES OF MEMBERS.

8.—All questions as to the validity of any votes given personally or by proxy shall be raised and decided at the time of the tender of such votes by the Chairman at that time presiding, whose decision shall be final and binding.

## DIRECTORS.

9.—Clause 68 of said Table A shall not apply, and in lieu thereof the following Clause shall apply, viz:—

"The Directors shall be such number not less than seven, as the Company may determine. The first Board of Directors shall consist of the subscribers, who shall remain in office until the Statutory Meeting of the Company, when they shall all retire, but be eligible for re-election."

10.—Clause 70 of said Table A shall not apply, and in lieu thereof the following clause shall apply:—

"The qualification of a Director shall be the holding in his own right of four Shares of the Company, but with regard to the original holders of the Shares of the Company allotted in terms of the Minute of Agreement referred to in Article 2 hereof the qualification of a Director shall be the holding in his own right of one such share."

11.—A Director may retire from his office upon giving one month's notice in writing to the Company of his intention to do so, and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

## DISQUALIFICATION OF DIRECTORS.

12.—Clause 77 of said Table A shall not apply, and in lieu thereof the following shall apply, viz:—

The office of a Director shall be vacated if the Director

- (a) ceases to be a Director by virtue of section 73 of the Companies (Consolidation) Act, 1908, or
- (b) becomes bankrupt or insolvent, or suspends payment, or compounds with his creditors, or
- (c) is found lunatic, or becomes of unsound mind, or
- (d) ceases to hold the necessary qualification for the office, or
- (e) absents himself from the meetings of the Directors during a period of three calendar months, without special leave of absence from the Directors.

But a Director may hold any other office, including that of Law Agent, under the Company, except that of Auditor, without vacating his office of Director, or being disqualified.

## ROTATION OF DIRECTORS.

13.—When any question arises as to retirement in rotation of any Director or Directors, it shall be decided by the Board, whose decision shall be final and binding on all concerned.

## DIVIDENDS AND RESERVE.

14.—The Directors may deduct from the dividends or interest payable to any Shareholder all such sums of money as may be due and payable by him to the Company on account of all calls, instalments or otherwise.

## ACCOUNTS.

15.—Clause 108 of said Table A shall not apply, and in lieu thereof the following shall be substituted, viz:—

"A copy of such Balance Sheet shall, for seven days previous to the meeting at which it is to be submitted, lie at the Registered Office of the Company for the inspection of every registered Shareholder."

## NOTICES.

16.—Clause III. of said Table A shall not apply, and in lieu thereof the following shall apply, viz. :—

"A Notice posted up in the Company's Registered Office shall be deemed to be served on members who have no registered address in the United Kingdom; and also on persons becoming entitled to any share or stock whose names and addresses have not been entered in the Register."

## INDEMNITY.

17.—Every Director or Officer or Servant of the Company shall be indemnified and recouped out of the funds of the Company against and for all costs, losses, and expenses incurred by him in any way in the discharge of his duties, and shall not be liable for the acts, receipts, neglects, or defaults of any other, or for joining in any act for conformity, or for any loss happening to the Company through the insufficiency or deficiency of title to any property acquired for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested, or for any loss arising from the bankruptcy, insolvency, or tortuous act of any persons with whom any monies, securities, or effects of the Company shall be deposited, or for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of his respective office or in relation thereto, unless the same happens through his own wilful act or default.

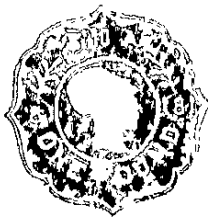
## ARBITRATION.

18.—All differences arising between the Company and any member or others in right of any member, shall be referred to the amicable decision of the Sheriff-Substitute of Perthshire for the time being, whom failing, of the Dean of the Society of Procurators and Solicitors, Perth, for the time being, whose decision shall be final and binding on all concerned.

Robert Campbell, 5 John Street, Perth, Solicitor  
 James W. Mackenzie, Victoria Hotel, Perth, Hotelkeeper.  
 Robert Halliday, 24th Building, Methuen St. Perth, Grain Merchant  
 James J. Flanders, Newrow Perth, Thumber  
 William W. Hendrick, 33 St John St Perth, Butcher  
 James Grant, 19 Gilmell Causeway Perth, Builder  
 Wm. A. Brunner, 13 Burnsides Cherrybank Perth, Painter  
 David Dunham, 15 Dalhousie Street, Perth, Painter  
 Robert. Menzies, 10th Floor, 10th Floor, 10th Floor

Dated the 3<sup>rd</sup> day of August Nineteen hundred and ten.

Witness to above signatures,



The NOMINAL CAPITAL of the

*7629*  
*100. 12.*  
*875/100*  
St. Johnstone Football

Club

Company, Limited,

is £ 750, divided into 3000 shares of £ 5/-

each.

Signature

Robert Campbell

Description

Solicitor, Perth

Date

8th August 1910

The Stamp Act, 1891 (54 & 55 Vict., ch. 39, sec. 112), as amended by the Finance Act, 1899 (62 and 63 Vict., ch. 9, sec. 7), provides that:—"A statement  
"of the amount which is to form the nominal share capital of any Company  
"to be registered with limited liability shall be delivered to the Registrar of  
"Joint Stock Companies in England, Scotland, or Ireland, and a statement of the  
"amount of any increase of registered capital of any Company now registered, or to  
"be registered, with limited liability, shall be delivered to the said Registrar, and every  
"such statement shall be charged with an *ad valorem* Stamp Duty of Five Shillings  
"for every One Hundred Pounds and any fraction of One Hundred pounds over any  
"multiple of One Hundred Pounds of the amount of such capital or increase of capital,  
"as the case may be."

*St. Johnstone Football Club*

~~COMPANY, LIMITED.~~

STATEMENT of the Nominal Capital made pursuant to s. 112 of 54 and 55  
Vict., ch. 39, Stamp Act, 1891, as amended by s. 7 of 62 and 63 Vict., ch. 9 (Finance Act,  
1899). (NOTE.—The Stamp Duty on the Nominal Capital is Five Shillings for every £100  
or fraction of £100.)

This statement is to be filed with the Memorandum of Association, or other Document,  
when the Company is registered.

Presented for registration by

*John A. Stewart Hamphill*  
*Solicitors*  
*5 St. John Street-*  
*Perth*

[DUPLICATE FOR THE FILE.]

No. 7629



**Certificate** under s. 87(2) of the Companies (Consolidation) Act, 1908 (8 Edw. VII. c. 69), that a Company is entitled to commence business.

I hereby Certify, That

"The St. Johnstone Football Club, Limited."

which was Incorporated under the Companies (Consolidation) Act, 1908, on the ninth day of August 1900, and which has this day filed a statutory declaration in the prescribed form that the conditions of s. 87—1 (a) and (b) of the said Act have been complied with, is entitled to commence business.

GIVEN under my hand at Edinburgh, this third day of November

One Thousand Nine Hundred and Nine

*R. R. Macpherson*

Registrar of Joint-Stock Companies.

THE COMPANIES ACTS, 1908 to 1917.

[No. 16.]

Special Resolution

(Pursuant to Companies (Consolidation) Act, 1908, s. 69)

(NOTE.—A Resolution, in order to be "Special," must be confirmed at a meeting held at an interval of not less than three Clear Days nor more than One Month from the day on which it was passed.)



OF THE

ST. JOHNSTONE FOOTBALL CLUB

-COMPANY- LIMITED.

Passed 14th October 1926, Confirmed 3rd November 1926.

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An EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at The Burgh Court Room, 16 Tay Street, Perth

in the County of Perth  
on the fourteenth day of October 1926,  
the following Special Resolution was duly passed, and at a  
subsequent Extraordinary General Meeting of the Members of the  
said Company, also duly convened and held at the same place on  
the third day of November 1926,  
the following Special Resolution was duly confirmed.

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"That the Capital of the Company be increased to £7500 by the  
" creation of 6750 new shares of £1 each, to be called Cumulative Preference  
" Shares, and to confer on the holders thereof the right to a fixed Cumulative  
" Preferential Dividend of 6% per annum on the Capital for the time being  
" paid up on said shares and such Cumulative Preference Shares to rank  
" both as regards Capital and Dividend in priority to the original shares,  
" but not to confer any further right to participate in profits or surplus assets;  
" and to confer upon the holders of such Cumulative Preference Shares right  
" of four votes in respect of each share; That the said shares shall not be  
" offered to the Members in accordance with the Articles of Association,  
" but shall be under the control of the Directors, who shall be at liberty to  
" allot or otherwise dispose of the same to such persons, on such conditions,  
" and at such times as they shall think fit."

JOHN OSWALD & SON,  
REGISTRATION AGENTS.  
EDINBURGH.

Signature

Alex. MacDonald

Officer

Secretary

To be  
authenticated  
by the written  
Signature of  
an Officer of  
the Company.

1926

No. of  
Certificate

Form No. 10.

71227

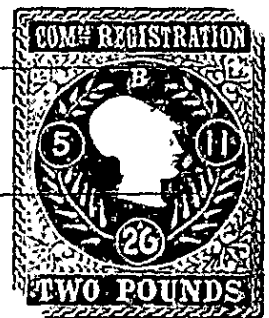
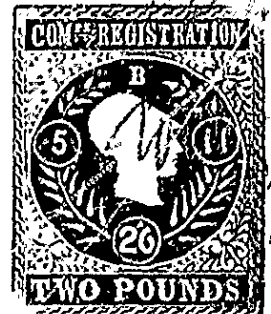
54

*July 1916*  
"THE COMPANIES ACTS, 1908 TO 1917."

Notice of Increase in the Nominal Capital

of the ST. JOHNSTONE FOOTBALL CLUB LIMITED

-Company-



Pursuant to Section 44 of Companies (Consolidation) Act, 1908.

Presented for Filing by—

Sneddon Campbell & Munro,  
Solicitors, Perth.

[Authorised Form.]

## NOTICE

Of increase in the nominal Capital of the ST. JOHNSTONE

FOOTBALL CLUB LIMITED.

TO THE REGISTRAR OF JOINT-STOCK COMPANIES.

The ST. JOHNSTONE FOOTBALL CLUB LIMITED

\_\_\_\_\_ hereby give you notice,  
*Specie*  
in accordance with "The Companies (Consolidation) Act, 1908," that by a <sup>*passed*</sup> Resolution of the

Company dated the fourteenth day of October 1926 *& confirmed*  
*the 3rd day of November 1926.*

the nominal Capital of the Company has been increased by the addition thereto of the sum of

Six thousand seven hundred and fifty pounds,

divided into 6750 6% Cumulative Preference Shares of

One pound each, beyond the registered Capital of

£ 750.

(Signature)

*Alfred MacDonald*

(Officer)

*Secretary*

Dated fourth day of

November

19 26

\* \* \* This Notice is to be signed by a Director, Manager, Secretary or other authorised Officer of the Company.

55

The NOMINAL CAPITAL of the ST. JOHNSTONE FOOTBALL CLUB

WTH  
5  
71

\_\_\_\_\_-Company, Limited,

*Specie* *passed*  
has by a Resolution of the Company dated 14th October 1926 *reconfirmed 3rd*  
*November 1926*

been increased by the addition thereto of the sum of £ 6750, divided into

6750 shares of £ 1 each beyond the Registered Capital of

£750.

Signature

*Alfred Macdonald*

Description

*Secretary*

Date 4th November 1926

This statement must be signed by the Manager or by the Secretary of the Company.

Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, and Section 32 of the Finance Act, 1920, provides that :—" A statement  
"of the amount of nominal capital to be raised by Shares of any Company to be  
"registered with limited liability shall be delivered to the Registrar of Joint Stock  
"Companies in England, Scotland, or Ireland, and a statement of the amount of any  
"increase of registered capital of any Company now registered, or to be registered,  
"with limited liability, shall be delivered to the said Registrar, and every such statement  
"shall be charged with an *ad Valorem* Stamp Duty of One Pound for every One Hundred  
"Pounds and any fraction of One Hundred Pounds over any multiple of One  
"Hundred Pounds of the amount of such capital or increase of capital, as the case  
"may be."

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ST. JOHNSTONE FOOTBALL CLUB

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COMPANY, LIMITED.

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STATEMENT of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891, as amended by s. 7 of the Finance Act, 1899, and s. 39 of the Finance Act, 1920. (NOTE.—The Stamp Duty on an Increase of Nominal Capital is One Pound for every £100 or fraction of £100.)

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This statement is to be filed with the Notice of Increase registered under Section 44 of the Companies (Consolidation) Act, 1908. If not so filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903.)

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Presented for Registration by

Sneddon Campbell & Munro,

Solicitors, Perth.

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107  
No. OF CERTIFICATE 7629.



Company Limited by Shares.

[COPY]

# Special Resolution

(Pursuant to The Companies Act, 1929)

— of —

The St. Johnstone Football Club, Limited.

X Submitted 13th May, 1930. X Passed 27th June, 1930.

At the ANNUAL GENERAL MEETING of the Members of the above-named Company, duly convened, and held in the Burgh Court Room, 16 Tay Street, Perth, in the County of Perth, on the 13th day of May, 1930, the following RESOLUTION, submitted as an EXTRAORDINARY RESOLUTION, was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of said Company, also duly convened, and held in the same place, on the 27th day of June, 1930, the said RESOLUTION was duly passed as a SPECIAL RESOLUTION:—

That the ARTICLES OF ASSOCIATION of the Company be altered as follows:—

Delete the words "not less than seven" occurring in the third line of Article 9 and substitute therefor the words "not less than three nor more than five."

Albert G. Macdonald



73

No. of Company — 7629.

At the Annual General Meeting of the  
members of St. Johnstone Football Club, Limited,  
Muirton Park, Perth.

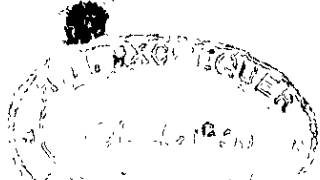
held in the Burgh Court Room Perth on Friday  
2<sup>nd</sup> June 1936. The following Special Resolution was duly  
passed.

RESOLUTION.

It was resolved, as it is hereby resolved, that the Directors be empowered as they are hereby empowered to borrow from the Royal Bank of Scotland by way of overdraft on the Company's Account to an extent not exceeding £3000 (Three thousand pounds) from time to time and this in addition to the other sums borrowed by the Company on Debentures and by way of Loan notwithstanding that the total amount borrowed will thereby be in excess of the sum which the Directors are authorised to borrow by the Articles of Association of the Company.

It was further resolved, as it is hereby resolved, to approve of all borrowings made by the Directors from the said Royal Bank of Scotland prior to this date.

Robert Campbell  
Chairman



RECORDED

7 DEC. 1936

7029

7629  
100

## ST. JOHNSTONE FOOTBALL CLUB

LIMITED



## SPECIAL RESOLUTION.

1. That the Articles of Association of the Company be altered by adding an additional Article to be numbered 12A to follow Article 12 to be worded as under:--

### "RETIREMENT OF DIRECTORS.

Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director of the Company shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a Director of the Company shall be capable of being re-appointed or appointed, as the case may be, as a Director of the Company notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such."

By Order of the Board,

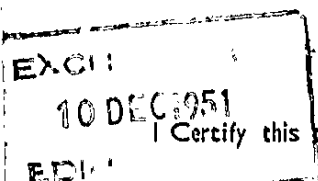
*James S. Crapnell*

Secretary.

Registered Office:

Muirton Park, Perth.

Dated 26th October, 1951.



I Certify this to be a true Copy.

EXC

4-DEC1951

*James S. Crapnell*  
Secretary.

7629  
109.

THE COMPANIES ACT, 1948.



COMPANY LIMITED BY SHARES.

## ***SPECIAL RESOLUTION***

OF

### **THE ST. JOHNSTONE FOOTBALL CLUB LIMITED**

(Passed 15th October, 1957)

At an EXTRAORDINARY GENERAL MEETING of the St. Johnstone Football Club, Limited, held within THE BURGH COURT ROOM, TAY STREET, PERTH, on TUESDAY, 15th OCTOBER, 1957, at 7 p.m., the following Special Resolution was duly passed:—

#### **RESOLUTION REFERRED TO.**

"That Article 9 of the Articles of Association be deleted in its entirety and the following Article be substituted therefor:—

- '9. Clause 68 of said Table A shall not apply and in lieu thereof the following Clause shall apply, viz.:—

The Directors shall be not less than five nor more than seven."

Certified

*John T. F. [Signature]*

Secretary.

**REGISTERED**

THE COMPANIES ACTS 1948 TO 1980

# Declaration by old public company that it does not meet the requirements for a public company

Pursuant to section 8(9) of the Companies Act 1980

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type, or  
bold block  
lettering

For official use

Company number

161

7629

Name of Company

THE ST. JOHNSTONE FOOTBALL CLUB,

Limited

I, George Bellof 9 Union Road, Scone\*Delete as  
appropriate

being [the Secretary] ~~[a Director]~~ \* of the above named company do solemnly and sincerely declare:  
that the company does not at the time of this Declaration satisfy the conditions  
specified in section 8(11) of the Companies Act 1980.

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

Declared at PERTH

Signature of Declarant

the TWELFTH day of MARCHOne thousand nine hundred and EIGHTY TWObefore me David Munro

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

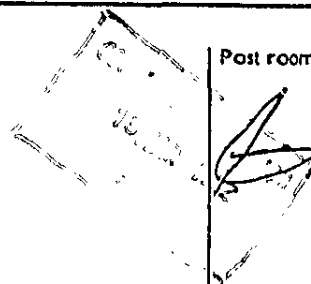
Presenter's name, address and  
reference (if any):

Sneddon, Campbell & Munro,  
Solicitors,  
5, St. John Street,  
PERTH PH1 5SS.

Ref. ADL/IIB

For official use  
General section

Post room



7629  
162



## CERTIFICATE STATING COMPANY IS A PRIVATE COMPANY

No. 7629

I hereby certify that

**THE ST. JOHNSTONE FOOTBALL CLUB, LIMITED**

is, with effect from 24 March 1982 a private  
company within the meaning of the Companies Act 1980.

Dated at Edinburgh the 24 March 1982

*DED Robertson*

*Registrar of Companies*

A

Manager:  
ALEX RENNIE

Secretary:  
GEORGE BELL  
Telephone: (0738) 26961

St. Johnstone Football Club Limited  
Muirton Park Dunkeld Road Perth

Company Number  
7629.

1172

### Special Resolution

of

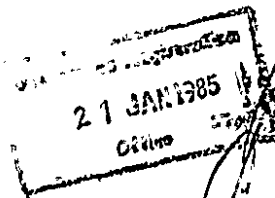
St. Johnstone Football Club Limited

Passed

at an annual General Meeting of the above Company, duly convened and held  
at Perth on  
the 11th December, 1984 the subjoined Special Resolution  
was duly passed viz :-

### RESOLUTION

Article (22). " To guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any person, firm or company, including without prejudice to the generality of the foregoing any Company which shall at the time be the holding Company of the Company or another subsidiary of such holding Company or a subsidiary of the Company all as defined by Section 154 of the Companies Act 1948 or any statutory amendment or re-enactment thereof for the time being in force or any Company associated with the Company in business or by reason of Common Share Holdings or otherwise and in security of such Guarantees to assign, dispose, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital".



*George Bell*

Secretary.



Manager:  
IAN GIBSON

Secretary:  
GEORGE BELL  
Telephone: (0738) 26961

ST. JOHNSTONE FOOTBALL CLUB LTD.  
Muirton Park Dunkeld Road Perth

Company Number.

7629.

181

Ordinary Resolution

of

The St. Johnstone Football Club Ltd.

Passed

23rd September, 1986.

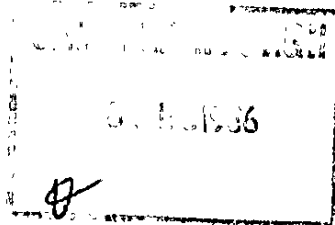
At an Extraordinary General Meeting of the above Company, duly convened, and held at Muirton Park, Perth on the 23rd September, 1986, the subjoined Ordinary Resolution was duly passed viz:-

That under the powers contained in the Articles of Association of the Company the Share Capital of the Company shall be increased from 3,000 Ordinary Shares of 25p each and £6,750 Preference Stock to £157,500 by the creation of 150,000 shares of £1 each to be called New Ordinary Shares. Said Shares are to be offered at face value to the existing Shareholders of the Company on the basis of five New Ordinary Shares for every Ordinary Share already held and twenty New Ordinary Shares for every Preference Share already held.

In the event of the Members declining to accept such Shares offered the Directors shall be empowered to dispose of the same at face value and in such manner as they think most beneficial to the Company.

The said New Shares will rank pari passu with the existing Shares.

*George Bell*  
Secretary.



**G**

COMPANIES FORM No. 123

**Notice of increase  
in nominal capital****123**Please do not  
write in  
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

[11612]

7629.

Name of company

\* insert full name  
of company

\* St. Johnstone Football Club Ltd.

§ the copy must be  
printed or in some  
other form approved  
by the registrar

gives notice in accordance with section 123 of the above Act that by resolution of the company  
dated 23rd September, 1986 the nominal capital of the company has been  
increased by £ 150,000.00. beyond the registered capital of £ 7,500.00.

A copy of the resolution authorising the increase is attached.†

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new  
shares have been or are to be issued are as follow:

"That under the powers contained in the Articles of Association of the Company  
the Share Capital of the Company shall be increased from 3,000 Ordinary Shares  
of 25p each and £6,750 Preference Stock to £157,500 by the creation of 150,000  
shares of £1 each to be called New Ordinary Shares. Said Shares are to be  
offered at face value to the existing Shareholders of the Company on the basis  
of five New Ordinary Shares for every Ordinary Share already held and twenty  
New Ordinary Shares for every Preference Share already held.

In the event of the Members declining to accept such Shares offered the  
Directors shall be empowered to dispose of the same at face value and in such  
manner as they think most beneficial to the Company.

The said New Shares will rank pari passu with the existing Shares".

Please tick here if  
continued overleaf† delete as  
appropriate

Signed

*George Bell*

[Director][Secretary]† Date 18th Nov 1986

Presentor's name address and  
reference (if any):*George Bell  
Muirton Bank,  
Perth.*For official Use  
General Section

Post room

24/10/1986

11/11/86

**G**

COMPANIES FORM No. 225(1)

**Notice of new accounting reference date given during the course of an accounting reference period****225(1)**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold black lettering

To the Registrar of Companies

For official use

Company number

--	--	--	--

7629
------

Name of company

* ST JOHNSTONE FOOTBALL CLUB LIMITED
--------------------------------------

\* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	5
---	---	---	---

**Note**  
Please read notes 1 to 4 overleaf before completing this form

Day Month Year

3	1	0	5	1	9	8	8
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of \_\_\_\_\_

\_\_\_\_\_, company number \_\_\_\_\_

the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on \_\_\_\_\_

and it is still in force.

Signed \_\_\_\_\_ Designation: SECRETARY Date 20/1/88

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address and reference (if any):

STEWART DUFF  
216 HUNTER PARK  
DUNDEE ROAD  
PERTHFor official Use  
General Section

Post room
22 JAN 1988

## Notes

1 Under section 225(1) of the Companies Act 1985, at any time during one of its accounting reference periods a company can give notice to the registrar of companies specifying a new date ("the new accounting reference date") on which that period is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end), and on which subsequent accounting reference periods are also to be treated as coming to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.

2 The notice can shorten the current accounting reference period. But, unless the company is subject to an administration order or unless the Secretary of State directs otherwise, a notice can extend a current accounting reference period only if EITHER

(a) the company giving the notice is a subsidiary or holding company of another company, and the new accounting reference date coincides with the accounting reference date of the other company, or

(b) no previous accounting reference period of the company has been extended by virtue of a previous notice given by the company under section 225, or

(c) the notice is given not less than 5 years after the date on which any earlier accounting reference period of the company which was so extended came to an end.

3 Unless the company is subject to an administration order, a current accounting reference period cannot be extended so as to make it longer than 18 months

4 The date shown in the boxes on the form should be completed in the manner shown below.

Day Month

0	5	0	4
---	---	---	---

Day Month Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

7629

The St. Johnstone Football Club Limited

SPECIAL RESOLUTION

That the Memorandum of Association of the Company be altered by the addition of the following objects to be read as though they numbered III(14a) and (14b), of the objects clause.

III 14(a) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with The St. Johnstone Football Club Limited) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm, association, club or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

14(b) To borrow and raise money in any manner and to secure the repayment of any money borrowed raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it including without prejudice to the generality, any guarantee given by the Company for the payment of any sum of money or the performance of any obligation by any other person, firm, association, club or company.

And that the Articles of Association of the Company be altered to provide the following powers to the Directors.

The Directors may exercise all the powers of the Company to lend or borrow money without limit as to amount and upon such terms and in such manner as they think fit and subject (in the case of any security convertible into shares to Section 80 of the Companies Act 1985) to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or a security for any debt, liability or obligation of the Company or any third party.

Certified by me to be a true copy of the Special Resolution of the Company passed at its Annual General Meeting on 27th September 1991.

.....Secretary

26/10/94  
.....Date

