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THE COMPANIES ACTS, 1862 TO 1890

COMPANY LIMITED BY SHARES.

MEMORANDUM OF ASSOCIATION

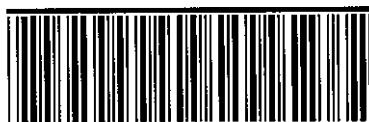
OF

THE EVERTON FOOTBALL CLUB COMPANY

LIMITED

Altered by Special Resolution of the Company confirmed by Order of the Chancery of Lancashire (Liverpool District) dated 6th July, 1908 and registered 20th July, 1908.

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1. The name of the Company is "The Everton Football Club Company, 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 give to members of the Company and others privileges with regard to admission to the Company's grounds and seating accommodation by granting them season tickets or otherwise at such prices on such terms as the Company may determine, and for that purpose to make regulations from time to time. Provided always that any member or other person who would under paragraph (a) of Clause 3 of the Company's Memorandum of Association as originally framed have been entitled to any right with regard to admission to the Company's grounds and seating accommodation, shall have the option (unless and until such option shall be released) of continuing to have the same rights with regard to admission and seating accommodation as he would have had under the said paragraph (a) as originally framed in lieu of such altered rights with regard to admission and seating accommodation as may from time to time be offered by the Company to its members and all regulations made by the Company for the regulation of the privileges of members and others with regard to admission and seating accommodation



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shall be framed accordingly. Provided also that such option shall be deemed to have been released by any member or other person who or whose predecessor in title shall have accepted any such altered rights as aforesaid.

- (b) To provide a Football and Athletic Ground at or near Everton or Liverpool, in the County of Lancaster, or elsewhere.
- (c) To carry on the business of a Football and Athletic Club in all its branches, and to lay out and prepare any lands for the playing thereon of games of football, cricket, bowls, rounders, curling, lawn tennis, polo, running races, steeplechases, or any other kind of amusement or sport or entertainment, and to construct any stands, booths, refreshment and other erections buildings and conveniences, whether of a permanent or temporary nature, which may seem, directly or indirectly, conducive to the Company's objects; and to arrange, hold and conduct football matches, meetings and athletic sports, lawn tennis, cricket, rounders, and other matches, agricultural-horse-flower-shows and exhibitions, and otherwise utilise the properties and rights, and to contribute towards prizes and other awards and distinctions.
- (d) To establish any Clubs, Hotels or other conveniences, and to carry on the business of Hotelkeepers, Licensed Victuallers, Beerhouse Keepers, Tavern Keepers and Refreshment Purveyors.
- (e) To purchase, lease or otherwise acquire lands and hereditaments, and in particular to take over or otherwise acquire the benefit of a lease of premises known as Mere Green Field, Walton-on-the-Hill, dated the 15th day of March, 1892, and made between Christopher John Leyland of the one part, and William Jackson and others of the other part.
- (f) To adopt, lay out and prepare, enclose, level, drain and form approaches and make and construct roads to and from any lands or grounds for football, athletics, bicycling, rounders, cricket, lawn tennis, and any other indoor or outdoor games or sports.
- (g) To sell, improve, manage, develop, exchange, lease, let, mortgage, farm, cultivate, let on agricultural leases or building agreement, or otherwise dispose of and turn to account any land or other property or effects or rights of the Company of any kind whatsoever, or the undertaking of the Company, or any part thereof, either to individual persons or Companies, and to accept fully or partly paid up shares, or debentures or stock in any other Companies, and to hold or otherwise to dispose of such shares, debentures or stock, as may be most expedient.

- (h) To raise or secure money with or without powers of sale or other special conditions, by a charge on all or any part of the Company's property of any kind soever, including its uncalled capital, and to borrow or raise money on or by bonds, debentures, acceptances, promissory notes, or other negotiable instruments of the Company.
 - (i) To amalgamate with or promote any other Company having objects altogether or in part similar to those of this Company.
 - (j) To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.
 - (k) To hold, carry on or arrange for and conduct Football matches either at Everton or elsewhere, and either in this country or abroad, and for that or any other lawful purpose to engage such person or persons as may be deemed necessary, and to remunerate any person or Company for services rendered to the Company, and to pay the preliminary expenses incidental to the establishment of the Company.
 - (l) To subscribe to, become a member of, and co-operate with any other Association, whether incorporated or not, whose objects are altogether or in part similar to those of this Company.
 - (m) To buy, sell or deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by persons frequenting the Company's grounds.
 - (n) To organise or join with others in organising or associate (whether formally or informally) with others concerned in the organisation of such lotteries, prize competitions and amusements with prizes as may be lawful, and for that purpose to engage or associate (whether formally or informally) with any person or persons upon such terms as to remuneration, indemnity against liabilities, and otherwise as may be deemed desirable.
 - (o) To raise money by subscriptions or by any other lawful means whatsoever and to grant any rights and privileges to subscribers, and to do all such things as are incidental or conducive to the attainment of the above objects or any of them.
4. The liability of the Members is limited.
5. The Capital of the Company is divided into five thousand shares of One Pound each, with power to increase the same by the creation of new shares of such amount as may be deemed expedient. And any

shares of the present Capital of the Company, or any shares of which the increased capital of the Company may from time to time consist, may be guaranteed or have any special privilege or advantage, or may be deferred and may be issued on such special conditions as to priority or postponement, either for dividends or for the repayment of principal or as to voting power, as the Company may from time to time direct, and in the absence of such direction as the Directors shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of the assets of the Company.

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, Addresses and Description of Subscribers	Number of Shares taken by each Subscriber
GEORGE MAHON 2 St Ambrose Grove, Breck Road, Anfield, Liverpool	Three
WILLIAM JACKSON 86 Aubrey Street, Liverpool	Three
ABRAHAM THOMAS COATES 25 Rocky Lane, Newsham Park, Liverpool	Three
FRANCIS CURRIER 3 Towerfield Lane, Lower Bebington	Three
WILLIAM ROBERT CLAYTON 74 Dacy Road, Liverpool	Three
JAMES CLEMENT BAXTER 110 Robson Street, Liverpool	Three
JOHN ATKINSON 29 Anfield Road, Liverpool	Three
JAMES GRIFFITHS 6 Moss Lane, Walton	Three
JOHN DAVIES 9 Dacy Road, Liverpool	Three
ARTHUR ERNEST LEYLAND Cleveland House, Aintree	Three

ARTICLES OF ASSOCIATION OF
THE EVERTON FOOTBALL CLUB COMPANY LIMITED

1. Subject as hereinafter provided, the regulations contained in the Table marked "A" in the first schedule to the Companies Act, 1862 (hereinafter called Table "A"), shall apply to this Company.
2. The Directors may enter into an agreement with the EVERTON FOOTBALL CLUB, or the Members or Committee thereof for carrying into effect, and may do all acts which they (the Directors) may consider necessary for carrying into effect the resolutions referred to in the Memorandum of Association, with any such modifications or alterations as the Directors and the said Club, Members or Committee may agree upon, and from and after the making of such agreement the provisions thereof shall be deemed to be incorporated with and form part of these Articles, and shall be subject to be altered, varied, cancelled, or added to by special resolution, in like manner as the Articles of Association of the Company are so subject.
3. The qualification of every Director shall be the holding and retention of three shares at the least in the capital of the Company.
- 3.a No person not being a retiring Director shall be eligible for election to the office of Director at any General Meeting unless he or some other member intending to propose him has on or before the 1st day of May in the year in which such General Meeting is held, left at or sent to the Registered Office of the Company, a Notice in writing, duly signed, stating the full name and address of the candidate, and either signifying his candidature for the office, or the intention of such member to propose him, in which latter case the name and address of the proposer and seconder shall also be stated in such notice.
4. Any notice if served by post shall be deemed to be served on the day following that on which it is posted, and Clause 95 of Table A shall be modified accordingly.
5. No larger dividend shall be declared than the maximum dividend allowed - from time to time - by the "Football Association" as a condition of membership of such Association.
- 5.a The number of any preference shares issued by the Company shall not at any time be greater than the number of issued ordinary shares of the Company at that time;
- 5.b No share of the Company shall be sub-divided;
- 5.c The Company shall not without the consent in writing of the Football Association issue any bonus shares or pay any dividend otherwise than out of profits.

6. Subject as aforesaid, the profits of the Company shall be divisible among the members in proportion to the amount paid up on the shares held by them respectively. Provided, nevertheless, that where capital is paid up in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.
7. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote for each share held by him.
8. The Directors may raise money for the purposes of the Company on loan from their Co-Directors or any other persons, on the security of debentures, bonds or promissory notes, or otherwise, or by way of mortgage of the whole of the present or future property of the Company, and at such rate of interest, on such terms, and in such manner as they may think fit, and may execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, or who may in contemplation of the formation of the Company have already incurred any personal liability for the benefit of the Company such mortgage of or charge on the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon.
9. The Directors may from time to time make, vary and repeal any bye-laws for the regulation of the business of the Company, its officers and servants, or the members of the Company, or any section thereof, and may appoint and remove professional players and servants of the Company, and elect such persons as they shall approve to be playing members of the Company, upon such terms as they shall think fit.
10. The Directors may take over or otherwise acquire the benefit of a lease of Mere Green Field, Walton-on-the-Hill, dated the 15th day of March 1892, and made between Christopher John Leyland of the one part, and William Jackson and others of the other part.
11. (1) If upon the winding up or dissolution of the Company there shall remain after the satisfaction of all debts and liabilities of the Company any surplus assets, such surplus assets shall be applied, first, in repaying to the members of the Company the amount paid on their shares respectively, and if such surplus assets shall be 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 and no member shall be entitled to have any call made upon other members for the purpose of adjusting his 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;

- (2) If such surplus assets shall be more than sufficient to pay to the members the whole amount paid upon their shares, the balance shall be given to The Football Association Benevolent Fund or to some other company, club or institute in the Metropolitan County of Merseyside having objects similar to those contained in the Memorandum of Association of the Company, or to any local charity or charitable or benevolent institution situate within the said County such company, club, institute, institution or charity to be decided upon and such assets apportioned among all or any of such companies, clubs, institutes, institutions or charities by the members of the Company at or before the time of dissolution as they shall direct, or, in default of any such decision or apportionment by the members of the Company, 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 as he shall determine, or such assets may be disposed of in such other manner as the members of the Company with the consent of the Football Association shall determine.
12. (1) That the number of Directors of the Company (excluding alternate Directors) shall be determined by the Board of Directors from time to time but shall not be less than three.
 - (2) Unless otherwise fixed by the Directors under the power conferred upon them by clause 66 of Table A, the quorum necessary for the transaction of the business of the Directors shall be three.
 - (3) If and so long as the number of Directors is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose, and clause 56 of Table A shall operate subject to this present provision.
 13. Any person may be appointed a Director of the Company notwithstanding that at the date of such appointment he has attained the age of 70, and no person who is already a Director of the Company shall be subject to retirement by reason only of his having attained or his hereafter attaining the age of 70.
 14. No director of the Company shall be entitled to receive any

remuneration from the Company in respect of his office as director or as an employee of the Company.

15. In addition to the grounds of vacation of the office of director set out in clause 57 of Table A (1862) such office shall be vacated if such director be suspended by the Football Association from taking part in football management.
16. Notice of any General Meeting need not be given to a member except those members who have supplied to the Company an address in the United Kingdom for the giving of notice to them and regulations 95,96 and 97 shall apply subject hereto.
- 77a. The Company in General Meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss account or otherwise available for distribution, and accordingly that such sum be released for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amount for the time being unpaid on any shares held by such members respectively, and the Directors shall give effect to such resolution.

That, as provided by Article 77a of the Articles of Association of the Company, it is desirable to capitalise the sum of £552 10s 0d. being part of the Profit and Loss account in the books of the Company, and accordingly that such sum be released for distribution amongst the holders of (Ordinary) shares of the Company on the Register of Members on the 8th day of August, 1968 in the proportion in which they hold shares respectively on that day, on condition that the same be not paid in cash but be applied in paying up all uncalled liability in respect of the then issued share capital in the proportions aforesaid and the Directors shall give effect to this Resolution.

That the 2210 (Ordinary) shares and the 290 (Bonus) shares in the capital of the Company which shall have been issued and fully paid on the 8th day of August, 1968 be converted into stock.