

No. of Company 27318
The Companies Acts 1862 to 1980
and
The Companies Act 1985

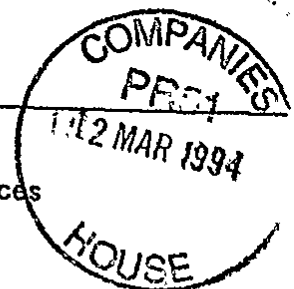
COMPANY LIMITED BY SHARES

Memorandum
and Articles
of Association of

BIRMINGHAM CITY FOOTBALL CLUB PLC

(Incorporated the 22nd day of August 1888)

Jordan & Sons Limited
Company Formation and Information Services
Printers and Publishers
Branches Throughout the United Kingdom
Telephone 01-253-3030 Telex 261010



THE COMPANIES ACTS 1862 to 1980

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

BIRMINGHAM CITY FOOTBALL CLUB PLC

1. *The name of the Company is "BIRMINGHAM CITY FOOTBALL CLUB PLC".

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are-

(a) To acquire a Football Club to play the game of Association Football, and the doing of all such other things as are incidental or conducive to the attainment of the above object.

(b) To purchase, take on lease, or in exchange, hire, or otherwise acquire any lands or buildings, rights, easements, or privileges which the Company may think necessary or convenient with reference to any of the objects of the Company, and to lay out and prepare, enclose, level, and drain any lands so acquired, and construct approaches thereto.

(c) To build and erect, construct, fit up, maintain, alter, and improve buildings, stands, pavilions, bars, restaurants, and cycle tracks on any land belonging to or taken on lease by the Company.

(d) To arrange for, hold and conduct football and cricket matches, and athletic sports of all kinds and to engage professional players and to pay any fees necessary to secure the transfer of such players from other clubs, and to maintain and provide for the training of teams of Football and Cricket players to be either comprised of amateurs or professionals, or partly of amateurs and partly of professionals, and to effect insurance against accidents occurring to any football or cricket players engaged by the Company or playing in matches organised by the Company in the course of or connected with or arising out of their employment by the Company or in the course of such matches.

* Note:-

The Company was incorporated on 22nd August 1888 as The Small Heath Football Club Limited.

The name of the Company was changed to The Birmingham Football Club Limited in 1905 and further changed to Birmingham City Football Club Limited in 1944. The Company was re-registered as a public limited company on 11th February 1982.

(e) To subscribe to and become a Member of the Football Association, the Football League, or any other Alliance, League, Association or body having objects altogether or in part similar to those of the Company, and with a view thereto to conform to the requirements of such Alliance, League, Association or body. And to grant sums of money to be awarded as or to be employed in providing prizes or awards in connection with football, cricket, and other athletic sports, and to join and promote competitions for challenge cups or other similar competitions, either for the benefit of the Company or for purposes of charity or for the benefit of persons employed by the Company or otherwise.

(f) To establish and support, or to aid in the establishment and support of associations, institutions, or hospitals calculated to benefit employees or ex-employees of the Company, or persons playing in matches organised by the Company, and the dependants and connections of such persons, and to grant pensions or allowances to such employees, ex-employees, or other persons.

(g) To borrow, or raise, or secure the payment of money in such manner and on such terms as the Company shall think fit, and in particular by the issue of Debentures, Debenture Stock, perpetual or otherwise, charged upon all or any part of the undertaking, property, and rights of the Company, both present and future, including its uncalled capital for the time being.

(h) To sell or dispose of the whole or any part of the undertaking and property of the Company for such consideration as the Company may think fit, and in Particular for Shares (fully or partly paid), Debentures, Debenture Stock, or securities of any other Company having objects altogether or in part similar to those of this Company.

4. The liability of the Members is limited.

5. The capital of the Company is £770,000 divided into 1,500,000 Ordinary Shares of 50p each and 40,000 Redeemable 4.2% (formerly 6%) Cumulative Preference Shares of 50p each.

Note:-

The original share capital was £500 divided into 1,000 shares of ten shillings each. The capital was increased to £2,000 divided into 4,000 shares of ten shillings each in August 1909 and further increased to £5,000 divided into 10,000 shares of ten shillings each by resolution passed 15th October 1945. The capital was further increased to £40,000 by resolution passed 16th June 1965 by the creation of 40,000 redeemable 6% non-cumulative preference shares and 30,000 ordinary shares all of ten shillings each. The capital was further increased to £120,000 by resolution passed 11th January 1966 by the creation of 160,000 ordinary shares of ten shillings each and further increased to £500,000 by resolution passed 14th December 1982 by the creation of 760,000 ordinary shares of 50p each. By resolution passed 18th February 1969 the 40,000 redeemable 6% non-cumulative preference shares were converted into 40,000 redeemable 6% cumulative preference shares. By Ordinary Resolution passed on the 1st day of July 1987 the share capital was increased to £770,000.

The following Articles of Association in substitution for the existing Articles of Association of the Company were adopted by Special Resolution of the Company passed on the fourteenth day of December, 1982.

THE COMPANIES ACTS 1948 to 1980

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION OF

BIRMINGHAM CITY FOOTBALL CLUB PLC

(As altered by Special Resolution passed on the 1st day of July 1987)

PRELIMINARY

1. (A) Save as hereinafter otherwise provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter referred to as "Table A") as modified by the provisions of the Companies Acts 1948 to 1980 (as defined in Section 90(2) of the Companies Act 1980) shall apply to the Company.

(B) The following definitions shall be added to the definitions set out in Regulation 1 of Table A:

(i) "the 1980 Act" means the Companies Act 1980

(ii) "the Statutes" means the Companies Acts 1948 to 1980 as defined in Section 90(2) of the Companies Act 1980 and every other Act for the time being in force affecting the Company.

2. The Company is a public company.

3. The following regulations in Table A shall not apply to the Company: 10, 24, 79, 107 and 108.

SHARE CAPITAL AND SHARES

4. (A) "At the date of the adoption of this article the Capital of the Company is £770,000 divided into 1,500,000 Ordinary Shares of 50p each and 40,000 4.2 per cent (formerly 6 per cent) Redeemable Cumulative Preference Shares of 50p each (hereinafter referred to as "the Cumulative Preference Shares").

(B) The rights attaching to the said shares are as follows:

(i) The profits resolved to be distributed in respect of any financial year or other period of the Company are to be applied:

(a) first in paying a fixed cumulative preferential dividend at the rate of 4.2 per cent per annum on the capital paid up or credited as paid up thereon in priority to any payment of dividend to the holders of any other class of share in the capital of the Company provided always that such cumulative dividend shall be cumulative for a period of three years. The holders of the Cumulative Preference Shares shall not be entitled to any further right to participate in the profits of the Company.

(b) second, the balance shall, subject to the prior rights attached to any other class of shares for the time being existing, be distributed amongst the holders of the Ordinary Shares in proportion to the amounts paid up or credited as paid up on the Ordinary Shares held by them respectively.

(ii) On a winding-up of the Company the surplus assets (if any) shall be applied:

(a) first, in repaying to the holders of the Cumulative Preference Shares the capital paid up or credited as paid up on such shares together with a sum equal to any arrears or deficiency of the fixed dividend thereon accrued, as provided in (i) (a) above, up to the date of commencement of the winding-up and to be payable whether such dividend has been earned or declared or not but the holders of such shares shall not be entitled to any further rights to participate in the surplus assets of the Company.

(b) second and subject to the prior rights attached to any other class of share then existing, in repaying to the holders of the Ordinary Shares the capital paid up or credited as paid up on the Ordinary Shares held by them respectively;

(c) third, the balance if any shall be paid to The Football Association Limited Benevolent Fund or to some other Club or Institute (whether corporated or unincorporated) in Birmingham having objects similar to those contained in the Memorandum of Association of the Company or to any charity or charitable or benevolent institution situate within Birmingham such Club, Institute, charity or charitable or benevolent institution to be decided upon and such property apportioned amongst all or any such Clubs, Institutes or charities as the Company may by special resolution passed prior to the dissolution of the Company direct or in default of any such decision or apportionment being directed by the Company, the same is to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up and as he shall determine or such balance may be disposed of in such other manner as the Company may by special resolution and with the written consent of the Council of The Football Association Limited determine.

(iii) The holders of the Cumulative Preference Shares shall not be entitled to receive notice of or to attend or vote at any General Meeting of the Company unless such meeting is convened for

the purposes of considering a resolution for the winding-up of the Company or for the purpose of varying the rights or privileges attached to such shares.

(C) Subject to the provisions of these Articles the Company shall be at liberty from time to time to create and issue further Preference Shares ranking pari passu with the Cumulative Preference Shares and to create and issue further shares ranking in all respects after the Cumulative Preference Shares as regards dividends and return of capital and whether for cash or in any other manner (including shares issued by way of capitalisation of profits and reserves) but no shares ranking in priority to the Cumulative Preference Shares whether as to dividend or return of capital or both shall be created or issued without the consent of the holders of the Cumulative Preference Shares in the manner provided by the Articles of Association for the time being of the Company and the Statutes for the variations of rights attached to such class.

(D) The Company may at any time upon giving not less than three months previous notice in writing to the holders of the Cumulative Preference Shares and subject to complying with the Statutes redeem out of the profits which would otherwise be available for dividend or in any other manner permitted by the Statutes the whole or any part of the Cumulative Preference Shares at par. Any such notice as aforesaid shall be in writing and shall fix the time and place of redemption and at the time and place so fixed the registered holders of the Cumulative Preference Shares to be redeemed shall be bound to deliver up to the Company the certificates thereof for cancellation and thereupon the Company shall pay to them the redemption moneys payable in respect of such shares. In the event of partial redemption the Cumulative Preference Shares to be redeemed at any time under the provisions of this Article shall be provided by such holders of such shares in such proportions and in such manner as the Directors may determine.

5. (A) Subject to the Statutes and Article 6 and to any resolution of the Company in general meeting, all unissued shares of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, on such terms and at such times as they may think fit.

(B) The Directors are authorised for the purposes of Section 59 of the Companies Act 1985 to allot (in addition to allotments in pursuance of any employees' share scheme) any shares of the Company, and rights to subscribe for or convert any security into shares of the Company, up to an aggregate nominal value of £770,000 Share Capital. The authority shall expire on 28th June, 1992 but may from time to time be revoked, varied or renewed (subject to the Statutes) by ordinary resolution of the Company. The Directors may make any offer or agreement during the continuance of this authority (as originally granted or from time to time renewed) which would or might require shares to be allotted after its expiry.

(C) The Directors are at any time while they are authorised to allot ordinary shares under Section 80 of the Companies Act 1985 hereby empowered to allot or grant for cash ordinary shares or rights to subscribe for or convert any securities into ordinary shares up to £750,000 nominal ordinary share capital to such persons

FOOTNOTE RE CLAUSE 4 (A) AND CLAUSE 5

"By an Ordinary Resolution dated 30 January 1992 the authorised share capital of the Company was increased to £2,520,000 divided into 5,000,000 Ordinary Shares of 50p each and 40,000 Preference Shares of 50p each"

and on such terms as the Directors think fit and as if the said Section 89 (1) did not apply to any such allotment or grant; the power conferred by this paragraph 5 (C) (b) shall expire on 28th June, 1992 but the Directors may make any offer or agreement during the continuance of this power (as originally granted or as from time to time renewed) which would or might require ordinary shares to be allotted after its expiry.

The powers conferred by this paragraph 5(c) may from time to time be revoked, varied or renewed by special resolution of the Company.

6. (A) The Company shall have no power to issue or allot any share with any right to a cumulative dividend where such dividend is cumulative for a period exceeding three consecutive years. Regulation 2 of Table A shall be modified accordingly.

(B) The Company shall have no power to issue any Preference Shares (whether as regards dividends or a return of capital or both) where such issue shall result in the number of Preference Shares (including the Cumulative Preference Shares) in issue being or becoming greater than the number of Ordinary Shares then in issue. For the avoidance of doubt it is hereby declared that no account shall be taken of the nominal value of or the amount paid up on any Preference or Ordinary Shares.

(C) The Company shall have no power to issue any Preference Shares having the right to a dividend exceeding 5.25 per cent before deduction of tax of the capital paid up or credited as paid up on each such share.

(L) The Directors shall have no power or authority to grant to any person any right to subscribe for or to convert any security into Preference Shares (whether as regards dividends or capital) and accordingly to allot any relevant securities (as defined in Section 14 (10) of the 1980 Act) where any such right will or may result in the number of Preference Shares as aforesaid in issue being or becoming greater than the number of Ordinary Shares in issue at any time.

(E) The Company shall have no power to subdivide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association. Regulation 45 of Table A shall be modified accordingly.

7. The Directors of the Company are hereby given power to allot equity securities (as defined in Section 17 (11) of the 1980 Act) pursuant to the general authority given by Article 5 above as if Section 17 (1) of the 1980 Act did not apply to such allotment.

8. In Regulations 8 and 9 of Table A the figure "2s. 6d." shall be excluded wherever such figure appears and the figure "£5" substituted therefor.

PROCEEDINGS AT GENERAL MEETING

9. The first sentence of Regulation 59 of Table A shall not apply to the Company and the following shall be substituted therefor:

"The Chairman may in his absolute discretion and shall if so directed by the meeting at which a quorum is present adjourn any general meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place."

DIRECTORS

10. Unless and until otherwise directed by the Company in a general meeting the Directors shall not be less than three or more than 12 in number.

11. No Director shall be entitled to receive any remuneration in respect of his office as Director or as an employee of the Company in accordance with Regulation 76 of Table A or otherwise unless such remuneration shall have been previously authorised and permitted by The Football Association Limited.

12. No Director shall be required to hold any shares as qualification for such office.

BORROWING POWERS

13. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and to issue debentures whether outright or as security for any debt, liability or obligation of the Company or of any third party. The amount for the time being remaining undischarged of moneys borrowed by the Directors for the purposes of the Company shall be unlimited. Regulation 79 of Table A shall not apply to the Company.

DISQUALIFICATION OF DIRECTORS

14. In addition to the circumstances set out in Regulation 88 of Table A which shall apply to the Company with the exclusion of the word and figure "or 185" where such appear, the office of Director shall be vacated if the Director be suspended by The Football Association Limited from taking part in football management.

15. No person shall be or become incapable of being appointed, reappointed or re-elected a Director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person and no Director shall vacate his office at any time by reason of his having reached the age of seventy or any other age.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors shall be three Directors personally present.

17. A Director who is unable to attend any meeting of the Board may authorise another Director to vote on his behalf at such meeting and in that event any Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own

vote. Any such authority must be in writing which must be produced at the Board Meeting at which the same is to be used and be left with the Secretary for filing.

MANAGING DIRECTOR

18. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and save as hereinafter otherwise provided on such terms as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not whilst holding such office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.

19. No Managing Director shall be entitled to receive any remuneration whether by way of salary, commission or participation in profits or partly in one way and partly in the other, unless and until such remuneration as the Directors may resolve to pay to the Managing Director shall have been permitted or approved by The Football League Limited and The Football Association Limited. Regulations 107 and 108 of Table A shall not apply to the Company.

DIVIDENDS AND RESERVES

20. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the statutes which apply to the Company and no larger dividend on any Ordinary Share shall be declared than the maximum dividend allowed from time to time by The Football Association Limited. Until otherwise determined by The Football Association Limited the maximum dividend payable in respect of any year shall be 10 per cent before deduction of tax. Provided always that if in respect of any financial year (hereinafter referred to as "the year of deficit") no dividend is declared and paid on the Ordinary Shares of the Company or the dividend declared and paid is less than the maximum for the time being authorised by The Football Association Limited the Company may in the next succeeding year and/or second and/or third succeeding year following the year of deficit declare and pay in addition to the maximum dividend for such year or years such additional dividend or dividends as together shall be necessary to enable the Members to receive in respect of the year of deficit an amount equal to the maximum dividend authorised by The Football Association Limited in the year of deficit.

21. Unless and until the Company shall have received the written consent of the Council for the time being of The Football Association Limited the Company shall have no power to make any bonus issue or to allot and issue any bonus shares or pay any capital dividend. Regulations 120, 128, 128A and 129 of Table A shall be modified accordingly.

WINDING UP

22. On the winding-up of the Company the surplus assets (if any) shall be applied first in repaying to the Members the amount paid on their shares respectively and if such 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. If the surplus assets shall be more than sufficient to pay to the Members the whole amount paid up on their shares the balance shall be given to The Football Association Limited Benevolent Fund or to some other Club or Institute in the City of Birmingham having objects similar to those contained in the Memorandum of Association or to any local charity or charitable or benevolent institution situate within the said City such club, institution or charity to be decided upon and such property apportioned among all or any of such clubs, institutions or charities as the Company may by special resolution passed prior to the dissolution of the Company direct or in default of any such decision or apportionment being directed by the Company the same to be decided upon and apportioned by a Judge of the High Court of Justice having jurisdiction in such winding-up and as he shall determine or such balance may be disposed of in such other manner as the Company may by special resolution and with the written consent of the Council of The Football Association Limited shall determine.