



Birmingham City Football Club plc

ANNUAL GENERAL MEETING

MEETING	Held in the Board Room, St Andrew's Stadium, Birmingham B9 4NH	
DATE	Wednesday 10 March 1999 at 4.00pm	
PRESENT	Karren Brady – Managing Director Alan G. Jones – Club Secretary Roger Bannister – Financial Director	APOLOGIES David Sullivan – President David Gold – Chairman Ralph Gold – Director Jack Wiseman – Vice Chairman Bradley Gold – Director Henri Brandman – Director Michael Wiseman – Director

The Secretary read the minutes of the 109th Annual General Meeting. Karren Brady proposed that minutes be signed as a true and proper record of the business transacted.

1. Roger Bannister then proposed that the accounts for the year ending 31 August 1998 be adopted. Alan Jones seconded and this was accepted by the meeting.

2. Alan Jones then proposed and Roger Bannister seconded that Karren Brady be re-appointed as director, this was approved by the meeting.

It was proposed by Karren Brady that David Sullivan be re-appointed as a director this was seconded by Alan Jones and approved by the meeting.

3. It was proposed by Karren Brady and seconded by Roger Bannister that Walter J. Edwards be appointed as auditors and that the directors fix their remuneration. This was carried by the meeting.

4. Alan Jones then proposed the following amendments to articles of association of Birmingham City Football Club plc:-

1. That new article 1c(i) be added as follows:

1c(i) The article will be that the rules and regulations of the Football Association Limited for the time being shall be deemed to be incorporated herewith and shall prevail in the event of any conflict with the provisions set out herein.

2. That new article 1c(ii) be added as follows:-

1c(ii) No proposed alteration to the provisions set out herein shall be effective unless the proposed alteration has been approved in writing by the Football Association fourteen days or more before the day on which the alteration is proposed to take place.



3. That article 14 shall be amended to read as follows:-

- 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 a director shall be vacated if such person is subject to a decision of the Football Association that such person be suspended from holding office or from taking part in any football activity relating to the administration or management of a football club.

These proposals were seconded by Roger Bannister and agreed by the meeting.

5. Alan Jones then proposed that article 22 shall be amended as follows:-

22) Winding Up

On the winding up of the company the surplus assets shall be applied first in repaying the members the amount paid on their shares respectively. If such assets are 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 upon their shares respectively. No member shall be entitled to have any call upon other members for the purpose of adjusting the members rights: but where any call has been made and has been paid by some of the members such call 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 upon their shares the balance shall be given by the members of the club at or before the time of dissolution as they shall direct to the Football Association Benevolent Fund or to some Club or institute in the City of Birmingham having objects similar to those set out in the memorandum of association or to any local charity or charitable or benevolent institution situate within the said City of Birmingham.

In default of any such decision or apportionment by the members of the Club, the same to 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.

Alternatively such balance maybe disposed of in such other manner as the members of the club with the consent of the Council of The Association as then existing shall determine. Seconded by Roger Bannister and agreed by the meeting.

Alan Jones then proposed that Article 4B(c) be amended as follows:

4B(c) If the surplus assets shall be more than sufficient to pay the members, the whole amount paid upon their share the balance shall be given by the members of the club at or before the time of dissolution as they shall direct to the Football Association Benevolent Fund or to some Club or institute in the City of Birmingham having objects similar to those set out in the memorandum of association or to any local charity or charitable or benevolent institution situate within the said City of Birmingham.

In default of any such decision or apportionment b the members of the Club, the same to 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.

Alternatively such balance maybe disposed of in such other manner as the members of the club with the consent of the Council of the Association as then existing shall determine. Seconded by Roger Bannister and agreed by the meeting.

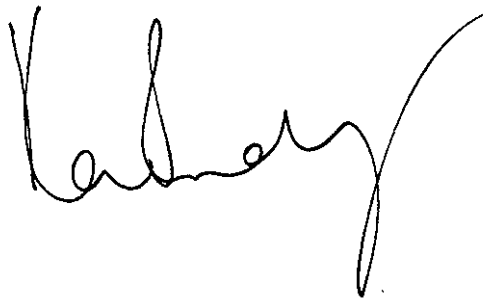
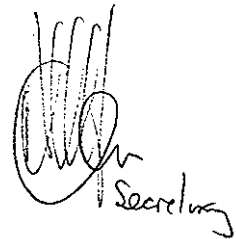
Alan Jones then proposed the addition of article:-

23) Notifiable Changes

A Club shall not alter its constitution or make a material change to its financial structure without prior notification to the association or if not a Full or Associate Member Club then the parent County Association of the Club. Any new entity shall be deemed for the purposes of playing status in a league or competition to be a new club.

For the purpose of this rule an alteration in constitution or material change in financial structure shall include such as winding up of a club, incorporation of an unincorporated club, an agreement by which all the assets and goodwill of the Club are sold or transferred, entry into compulsory or voluntary liquidation, the convening of a meeting of its creditors, or the appointment of a receiver, administrative receiver, manager or administrator or if the Club ceases for any reason to carry on business or becomes a holding company or subsidiary company within the meaning of the Companies Act. Seconded by Roger Bannister and agreed by the meeting.

6. There being no other business, the meeting closed at 4.45pm.

A large, stylized handwritten signature in black ink, appearing to read 'Kelsey'.A smaller handwritten signature in black ink, with the word 'Secretary' written below it.