

G. K. TAYLOR

The Companies Act, 1948

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COMPANY LIMITED BY SHARES

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**Memorandum**

AND

**Articles of Association**

OF

**Worcester Rugby Club (Holdings)  
Company Limited**

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*INCORPORATED THE 12th DAY OF OCTOBER, 1954*

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JORDAN & SONS, LIMITED,  
COMPANY REGISTRATION AGENTS, SEAL ENGRAVERS, AND PRINTERS AND PUBLISHERS,  
116 CHANCERY LANE, LONDON, W.C.2, AND 13 BROAD STREET PLACE, LONDON, E.C.2.

No. 539179



(COPY)

## Certificate of Incorporation

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I hereby Certify, that WORCESTER RUGBY CLUB  
(HOLDINGS) COMPANY LIMITED is this day Incorporated  
under The Companies Act, 1948, and that the Company is LIMITED.

Given under my hand at London this Twelfth day of  
October One Thousand Nine Hundred and Fifty-four.

W. B. LANGFORD  
Registrar of Companies.

The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Memorandum of Association  
OF  
Worcester Rugby Club (Holdings)  
Company Limited

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1. The Name of the Company is "WORCESTER RUGBY CLUB (HOLDINGS) 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 lease or acquire lands and buildings and to construct, erect, and maintain on any such lands, sports tracks, motor cycle, greyhound and other racing tracks and athletic and sports grounds of all kinds, and dance halls, theatres, concert halls, music halls, assembly or conference halls, cinemas, circuses, billiard halls, amusement halls, ice and roller skating rinks and entertainment rooms generally, swimming and bathing pools of all descriptions, brine, turkish, remedial, and other baths, sunbathing lawns, solarium, sunbathing parlours, bakeries, cafes, restaurants, hotels, shops, garages, workshops, and other buildings, tennis courts, bowling and putting greens, car parks, and other works and buildings, and to provide and maintain all adjuncts, amenities, and conveniences used or required in connection with such works and buildings or required by persons frequenting the same.
  - (B) To promote or organise all or any of the sports or pastimes of motor car, motor cycle, and other cycle racing, dirt-track racing, horse and greyhound racing, coursing, steeple-chasing, and racing of all kinds, and Rugby and Association football, cricket, golf, bowls, hockey, baseball, tennis, polo, and athletic sports, pastimes, and recreation and entertainments of every description; and to carry on all or any of the business of Proprietors of Dance Halls, Theatres, Music Halls, Cinemas, Circuses, Billiards Halls, Assembly or Conference Halls, Providers of Wireless and Television Broadcasts and Exhibitions of every description, Amusement Halls, and Entertainment Rooms generally, Swimming, and Bathing Pools of all descriptions, Brine, Turkish, Remedial

and other Baths, Sunbathing Lawns, Solarium, Sunbathing Parlours, Ice and Roller Skating Rinks, Bakeries, Cafes, Restaurants, Hotels, Shops, Tennis Courts, Bowling and Putting Greens, Sports Grounds, and Car Parks, Club Proprietors, Amusement Caterers and Contractors for Public and Private Entertainment of every description, Film Producers, Editors, Printers, Publishers, Distributors, Renters and Dealers, Garage Proprietors, Taxi-Cab Proprietors, Carriers, Transport and Haulage Contractors, Repairers of and Dealers in Mechanical Vehicles of all kinds, Caterers, Manufacturers, Bakers and Dealers of and in Provisions, Sweets, Chocolates, and Comestibles of all kinds, and Fancy Goods, Articles and Novelties of every description, Licensed Victuallers, Wine and Spirit Merchants, Confectioners, Tobacconists, Farmers, Dairymen, Fruiterers, Ice Merchants, Ladies' and Gentlemen's Hairdressers, Masseurs, Skin and Beauty Specialists, Chiropractors, Manicurists, and Manufacturers of and Dealers in Perfumery, Soaps, Shampoos and Toilet Requisites of every description; and Providers of Electricity for use in, or about the Company's properties, or property acquired by the Company, or for the use of any other person, persons, or incorporated body, and to acquire copyrights or interests therein, and to make agreements with or employ authors, actors, and others as may be thought fit; to promote and provide facilities for public and private amusements, entertainments, sports and competitions of all kinds; and to let the Company's premises or any part thereof for such purposes, or any other purpose which the Company may deem desirable.

- (C) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- (D) To purchase or by any other means acquire any freehold, leasehold, or other property for any estate or interest whatever, and any rights, privileges, or easements over or in respect of any property, and any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, rolling stock, vehicles, plant, live and dead stock, barges, vessels, or things, and any real or personal property or rights whatsoever which may be necessary for, or may be conveniently used with, or may enhance the value of any other property of the Company.
- (E) To build, construct, maintain, alter, enlarge, pull down, and remove or replace any buildings, offices, factories, mills, works, wharves, roads, railways, tramways, machinery, engines, walls, fences, banks, dams, sluices, or watercourses and to clear sites for the same, or to join with any person, firm, or company in doing any of the things aforesaid, and to work, manage, and control the same or join with others in so doing.

- (F) To apply for, register, purchase, or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trade marks, designs, protections, and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (G) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (H) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (I) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (J) To lend and advance money or give credit to such persons, firms, or companies and on such terms as may seem expedient, and in particular to customers of and others having dealings with the Company, and to give guarantees or become security for any such persons, firms, or companies.
- (K) To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien 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, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (L) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (M) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (N) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.
- (O) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm, or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others.
- (Q) To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (R) To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.

- (s) To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employes, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.
- (t) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (u) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (v) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (w) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or place.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

4. The Liability of the Members is Limited.

5. The Share Capital of the Company is Four Thousand Pounds, divided into Four Thousand Shares of One Pound each.

WE, the several persons whose Names, Addresses, and Descriptions 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.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber.
GEOFFREY WILLIAM HUZZEY, 14 Sansome Street, Worcester, Solicitor.	One
WILLIAM VINCENT BOVEY, 6 Broad Street, Worcester, Bank Manager.	One
WILLIAM BRAMWELL BOURNE, 435 Ombersley Rd., Worcester, Headmaster.	One
ARTHUR ERNEST WEDGBURY, 10 Manor Road, Worcester, Bank Clerk.	One
GEOFFREY KENNETH TAYLOR, 156 Northwick Rd., Worcester, Company Representative.	One
ANGUS DONALD ARBUCKLE, 16 Hill View Road, Hanbury Park, Worcester, Merchandise Manager.	One
RAYMOND SHRIMPTON, 142 Northwick Rd., Worcester, Company Director.	One

Dated the 2nd day of October, 1954.

Witness to the above Signatures :—

JOHN C. FLAY,  
Incorporated Accountant,  
Bank Chambers,  
Bank Street,  
Worcester.



The Companies Act, 1948.

COMPANY LIMITED BY SHARES

Articles of Association  
OF  
Worcester Rugby Club (Holdings)  
Company Limited

PRELIMINARY.

1. The regulations contained in Table A in the First Schedule to The Companies Act, 1948 (such Table being hereinafter called "Table A"), shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, neither Clauses 75, and 77 in a Part I of Table A nor the Clauses in Part II of Table A shall apply to the Company; but in lieu thereof, and in addition to the remaining Clauses in Part I of Table A, the following shall be the regulations of the Company.

SHARE CAPITAL AND SHARES.

2. The original Share Capital of the Company is Four Thousand Pounds divided into Four Thousand Shares of One Pound each.

3. The Shares shall be under the control of the Directors, who may allot and dispose of or grant options over the same to such persons, on such terms, and in such manner as they think fit.

4. The lien conferred by Clause 11 in Part I of Table A shall attach to fully paid up Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

GENERAL MEETINGS.

5. Every notice convening a General Meeting shall comply with the provisions of Section 136 (2) of The Companies Act, 1948, as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Auditor for the time being of the Company.

## DIRECTORS.

6. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two nor more than ten.

7. The following persons shall be the first Directors of the Company: JOHN CHARLES FLAY, GEOFFREY KENNETH TAYLOR, RAYMOND SHRIMPTON and JAMES JOHN ROBERTS.

8. The qualification of every Director shall be the holding of Shares of the Company to the nominal value of not less than Five Pounds. A Director may act before acquiring his qualification, but he shall acquire his qualification within two calendar months of being appointed a Director.

9. No person shall be incapable of being appointed a Director by reason of his having attained the age of seventy years or any other age, nor shall any Director vacate his office by reason of his attaining or having attained the age of seventy years or any other age; and the provisions of Sub-Sections (1) to (6) inclusive of Section 185 of The Companies Act, 1948, shall be excluded from applying to the Company.

## WINDING UP.

10. If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of the liquidation shall first be applied in repaying to the Members the amounts paid or credited as paid on the Shares held by them respectively, and the balance (if any) shall be distributed among the Members in proportion to the number of Shares held by them respectively: Provided always that the provisions hereof shall be subject to the rights of the holders of Shares (if any) issued upon special conditions.

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NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

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GEOFFREY WILLIAM HUZZEY,  
14 Sansome Street, Worcester,  
Solicitor.

WILLIAM VINCENT BOVEY,  
6 Broad Street, Worcester,  
Bank Manager.

WILLIAM BRAMWELL BOURNE,  
435 Ombersley Rd., Worcester,  
Headmaster.

ARTHUR ERNEST WEDGBURY,  
10 Manor Road, Worcester,  
Bank Clerk.

GEOFFREY KENNETH TAYLOR,  
156 Northwick Rd., Worcester,  
Company Representative.

ANGUS DONALD ARBUCKLE,  
16 Hill View Road, Hanbury Park,  
Worcester, Merchandise Manager.

RAYMOND SHRIMPTON,  
142 Northwick Rd., Worcester,  
Company Director.

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Dated the 2nd day of October, 1954.

Witness to the above Signatures :—

JOHN C. FLAY,  
Incorporated Accountant,  
Bank Chambers,  
Bank Street,  
Worcester.