

THE COMPANIES ACT 1948
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
THE FOOTBALL ASSOCIATION OF WALES LIMITED

1. The name of the Company is “THE FOOTBALL ASSOCIATION OF WALES, LIMITED.”
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are –
 - (a) To acquire and take over as a going concern and carry on the business of the administration of association football now being carried on by the Football Association of Wales at Wrexham, in the county of Denbigh, under the style of “Football Association of Wales,” together with all or any of the real and personal property and assets of the proprietors of that business used in connection therewith or belonging thereto.
 - (b) To carry on any other business, 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.
 - (c) To purchase or by any other means acquire freehold, leasehold or other property for any estate or interest whatsoever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices 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: and in particular to purchase or otherwise acquire any freehold, leasehold or other estate or interest whatsoever, of or in any football grounds or other athletic grounds, either with or without any pavilions, buildings, erections and easements and any necessary fittings and accessories as may be deemed by the Company advisable from time to time.
 - (d) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings or offices, and in particular to build, construct, maintain, alter, enlarge, pull down, remove or replace any football grounds or other athletic grounds or any pavilions, buildings erections and easements and any necessary fittings and accessories pertaining to any such football grounds or athletic grounds.
 - (e) 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 business 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 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: provided that such person, firm or company (as the case may be) has any or all their objects similar to any of the objects of this Company.

- (f) 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.
- (g) 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 by the Company.
- (h) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient to the Company from time to time, 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.
- (i) 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.
- (j) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (k) To enter into any arrangements with any government 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 persons 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.
- (l) 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.
- (m) To act as agents or brokers and as trustees for any person, firm or company, and to act in the any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others:

and in particular to act as trustees for any associations or clubs and as such trustees to hold any real or personal property upon such trusts, and with and subject to such powers and provisions as shall be approved by the Company from time to time.

- (n) To remunerate any person, firm or company rendering services to this Company, either by cash payment or otherwise as the Company may deem expedient from time to time.
- (o) 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 other for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of this Company.
- (p) 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 employees, 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 have been employed by, or who are serving or have served the Company, and to the wives, widows, children and other relatives and dependants 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 such persons and of their wives, widows, children and other relatives and dependents: and further, to take over, set aside or provide for benevolent funds, and to grant or continue pensions, compensations, or other awards or benefits in money or otherwise to players or other persons disabled or superannuated or otherwise requiring assistance or to the wives, widows, children and other relatives and dependants of such players or other persons in such manner as may be deemed fit by the Company: and to subscribe out of the funds of the Company to any fund club, or institution, whether charitable or otherwise, in such manner as shall be deemed advisable by the Company.
- (q) To sell or 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.
- (r) To distribute among the members of this 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.
- (s) To promote the game of association football in every way in which the Company shall think proper, and to take all such steps as the Company shall deem necessary or advisable to prevent infringements of the rules and laws of the game, or other improper practices or methods in such game, and to protect such game from abuses.

- (t) To make, adopt, vary, give effect to, and publish rules, regulations, bye-laws, orders and conditions for the regulation of the game of association football or otherwise, and to take all such steps as the Company shall deem necessary or advisable for enforcing such rules, regulations, bye-laws, orders and conditions.
- (u) To maintain, continue or provide for the affiliation of football associations and football clubs for promoting or playing association football, and to take over and continue the present register of such football associations and football clubs as kept by the Football Association of Wales.
- (v) To maintain, continue or provide for the registration of association football players, and to take over and continue the present registers of such players as kept by the Football Association of Wales.
- (w) To take over and continue with such variations as may be determined by the Company from time to time all the rules, registers, books, accounts and other documents of the Football Association of Wales.
- (x) To promote, provide for, regulate and manage in all or any of the required details or arrangements, including any arrangements for the benefit of football associations or football clubs, football competitions, contests and matches, international, representative or otherwise, and in Wales or elsewhere, and to do or provide for all or any such matters and things as may be considered necessary for or ancillary to the comfort, conduct, conveyance, convenience or benefit of players and of the public, or of any other persons concerned or engaged in such competitions, contests or matches.
- (y) To accept, take over or otherwise acquire all such cups, shields and other prizes as may be approved by the Company, and to provide for the proper custody, insurance, protection, exhibition, awarding, distribution or loan of or other dealing with all or any such cups, shields or prizes.
- (z) To provide for, make and vary all rules, regulations, bye-laws and orders relating to amateur and professional football players as the Company shall determine from time to time.
- (ab) To provide by rules, regulations, bye-laws and orders or otherwise for settling and determining all differences that may rise between football associations, clubs or players or any persons who are members of or alleged to be members of or are employed or engaged by any such association or club, or any other persons, relating to due compliance with the laws of the game, or the rules, regulations, bye-laws or orders of the Company, or relating to contracts, or to any other matter of dispute or difference arising between such associations, clubs, players or persons, or any of them, and whether this Company is concerned in such dispute or difference or not, and to make such provisions for enforcing any award or decision as may be deemed proper by the Company.
- (cd) To co-operate with or assist any football association or club in any way, which the Company shall deem proper, and to enter into or adopt or give effect to any agreement or arrangement with such association or club.

- (ef) To co-operate with the International Football Association Board and the Fédération Internationale de Football Association and any other International Football Association which the Company shall deem proper in all matters relating to international or other football competitions or otherwise relating to the game of association football or the rules or regulations affecting the same.
- (gh) To adopt, carry out and give effect to all rules, regulations, bye-laws, orders, agreements and arrangements of the Football Association of Wales as are now in existence, and to comply with or to enforce the due compliance with the same, unless and until the same shall have been duly varied in accordance with the terms thereof or with the regulations ratified by this Company and in being at the material time.
- (ij) To promote, support or assist in all or any athletic contests or sports, for which any property of the Company may be available or which may be approved or determined upon by the Company.
- (kl) To do all such other things as may be deemed incidental or conducive to the attainment or 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 £100, divided into 2,000 shares of one shilling each.
- 6. The income and property of the Company shall, subject to the provisions of clause 7 hereof (*infra*), be applied only towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no holder of any share in the original capital of the Company shall be entitled to receive any dividend, bonus or other payment of a profitable character, or income in respect of such share.
- 7. The Company has power to increase its capital, and upon such increase, to exempt the new capital or any part of it from the provisions of clause 6 hereof (*supra*), and to attach thereto any preference or restriction as to voting or otherwise as the Company may prescribe from time to time by Special Resolution.

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
RICHARD THOMAS GOUGH, 16 Park Street, Oswestry. President, F.A.W.	One
SIDNEY HERBERT NICHOLIS, Corporation Hotel, Cardiff. Hotel Proprietor.	One
ARTHUR WILLIAM THOMAS, Holly Bush Hotel, Cefn. Hotel Proprietor.	One
THOMAS EVANS THOMAS, Beech House, Chirk. Schoolmaster (Retired)	One
FRANK EVAN EVANS, 24 Bridge Street, Wrexham. Estate Agent.	One
EDWARD RICHARD DAVIES, Cyfarthfa Vicarage, Merthyr Tydfil. Clerk in Holy Orders.	One
DAVID HARDING GRIFFITHS, Plas Dinas, Wrexham. Retired Hotel Proprietor.	One
CHARLES BEDLINGTON GRIFFITHS, Royal Hotel, Barry. Licensed Victualler.	One
PENRY CHARLES JONES, Vaga House, Llandrindod Wells. Jobmaster.	One
BENJAMIN WATTS JONES, Penwyllt, Richmond Road, Swansea. Draper (Retired).	One
GEORGE GEOFFREY LERRY, 14 Gerald Street, Wrexham. Editor.	One
ALBERT EDWARD MOSS, 2 Hawthorn Avenue, Newport. Builder.	One
WILLIAM THOMAS MORRIS, Westwood, Llanelly. Draper.	One
WILLIAM PARRISH, 12 Thomas Street, Treharris. Miner.	One

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
GEORGE OWEN POSTLE, Abernant, Acrefair. Terra-Cotta Maker.	One
EDWIN JENKIN MORGAN, Mason's Arms, Caerphilly. Hotel Proprietor.	One
JOSEPH LLEWELLYN WILLIAMS, Rose Villa, Holywell. Accountant.	One
Dated the Seventh day of April, 1926.	
Witness to the Signatures of all the above-named subscribers:	
EDWIN ROBBINS, 3 High Street, Wrexham. Secretary, F.A.W. Limited.	

