

Company No. 2138124

THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

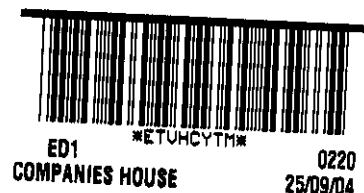
OF

THE BRITISH TENNIS FOUNDATION

Incorporated 5th June 1987

**Amended by special resolution on 12 September 1988 (to change the name), 28th
February 1989, 7 March 1996 (to change the name)
and 7th June 2004**

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THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

Of

THE BRITISH TENNIS FOUNDATION

1. The name of the Company is "THE BRITISH TENNIS FOUNDATION".
2. The registered office of the Company will be situate in England
3. The objects for which the Company is established ("the Charitable Objects") are:
 - (a) the advancement for the benefit of the public of the education of children and young persons who are pupils at Schools or Universities by organising or providing facilities which will enable and encourage them to play tennis or mini tennis (being a version of tennis adapted for children) and thereby ensuring that due attention is given to the physical education of such pupils as well as the development and occupation of their minds.
 - (b) the organisation or provision (or assistance in the organisation or provision) of facilities for recreation in the interests of social welfare in any part of the United Kingdom (with the object of improving the conditions of life for the persons for whom the facilities are primarily intended) either for persons who have need of such facilities by reason of their youth age infirmity or disablement poverty or social or economic circumstances or for members of the public at large
 - (c) for the benefit of the public to promote community participation in healthy recreation by providing facilities for playing tennis. mini tennis



or other sports ("facilities" means land, buildings, equipment and organising sporting activities).

4. (A) Without prejudice to the generality of the foregoing the Company shall have power to do all such lawful things as will further the foregoing objects and in particular:

- (a) to obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, grants or by organising functions or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) and to administer and utilise such funds in furtherance of the Charitable Objects
- (b) to provide full or part time courses (including residential courses) for teachers and coaches who organise or supervise playing and coaching of tennis or mini tennis
- (c) to promote provide or assist in the promotion and provision in Schools and Universities of courses for the purpose of training teachers and coaches in the coaching of tennis or mini tennis
- (d) to provide for the delivery and holding of lectures meetings classes conferences and practical demonstrations in such place or places as the Trustees shall think fit
- (e) to appoint and pay lecturers instructors coaches and other persons to deliver and conduct such course lectures meetings classes conferences and practical demonstrations and to pay all such persons (other than any person who shall be a member of the Board)
- (f) to prepare training programmes and courses and to confer and co-operate with education authorities and other bodies in the promotion of such programmes and courses

- (g) to print publish issue circulate and commission papers periodicals books circulars and other literary works and to commission or make cinematograph films or video tapes wall charts and any other forms of visual aid
- (h) to institute establish contribute towards and administer scholarships bursaries grants awards and other benefactions
- (i) to hold or arrange for the holding of examinations and other tests and to award prizes certificates diplomas and distinctions
- (j) to promote and to encourage research and investigation and to collect and publish and procure the publication of the useful results thereof
- (k) to lay out manage equip and maintain or assist in the laying out management equipment and maintenance of tennis courts or appropriate indoor facilities or accommodation (whether vested in the Company or not) to be used for the teaching coaching or playing of tennis or mini tennis
- (l) to provide or assist in providing appropriate facilities materials and tennis equipment of every kind necessary for the attainment of the Charitable Objects
- (m) to promote or organise (or to assist in the promotion or organisation of) visits by young persons to play tennis or mini tennis in foreign countries with a view to providing practical and educational experience in a different environment
- (n) to promote or organise (or to assist in the promotion or organisation of) tennis tournaments
- (o) to issue periodical reports on the work of the Company

- (p) to co-operate with any charitable national or international bodies, societies, organisations, associations, companies or persons whose objects are similar to the objects of the Company
- (q) to purchase, take on lease or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Board may think necessary or convenient in order to further the objects of the Company
- (r) subject to such consents as may be required by law, to sell, lease, grant licences, easements and other rights over and in any other manner deal with or dispose of the real or personal property, assets, rights and effects of the Company or any part thereof for such consideration as the Board may think fit
- (s) subject to such consents as may be required by law to raise or borrow money on any terms or conditions upon the security of debenture stock, debentures, mortgages of, or charges upon, all or any of the property and assets of the Company, present or future, or without any such security, and to make, accept, endorse and execute promissory notes, and to issue and grant receipts and acknowledgement of moneys received or held on deposit or otherwise .
- (t) to invest the moneys of the Company not immediately required for its purposes in the purchase of or at interest upon such stock, funds, shares, securities or other investments or property real or personal of whatsoever nature and wheresoever situate and whether involving liability or not and whether producing income or not as the Board shall in its absolute discretion think fit
- (u) to pay all expenses of the incorporation and establishment of the Company

- (v) delegate the management of investments to a financial expert provided that:
 - (i) the financial expert is:
 - a. an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000;
or
 - b. a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001.
 - (ii) the investment policy is set down in writing for the financial expert by the Board;
 - (iii) every transaction is reported promptly to the Board;
 - (iv) the performance of the investments is reviewed regularly by the Board;
 - (v) the Board are entitled to cancel the delegation arrangement at any time;
 - (vi) the investment policy and the delegation arrangements are reviewed at least once a year;
 - (vii) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt;
 - (viii) the financial expert may not do anything outside the powers of the Board;

- (ix) arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or a financial expert acting under their instructions and to pay any reasonable fee required;
- (w) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;
- (x) lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company
- (y) trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- (z) incorporate subsidiary companies to carry on any trade;
- (aa) subject to clause 5 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- (bb) establish and support or aid in the establishment and support of any other charitable organisations and subscribe, lend or guarantee money or property for charitable purposes;
- (cc) undertake and execute charitable trusts;

- (dd) to do all or any of the above things as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise
 - (ee) to do all such other lawful things as will further the objects of the Company
5. The income and property of the Company shall be applied solely towards the promotion of the Charitable Objects and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of the Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company

- (a) of the usual professional and other charges of any member of the Company or any member of the Board being a person engaged in any profession or business for business transacted and time spent and acts done by him or her or his or her firm on behalf of the Company
- (b) of interest on money lent by any member of the Company or any member of the Board at a rate per annum not exceeding 2 per cent below the base lending rate of National Westminster Bank plc for the time being in force
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or any member of the Board
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company and

(e) to any member of the Board of out-of-pocket expenses

6. The liability of the Members is limited
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One pound
8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

COLIN HAVELOCK TRIFFITT BROWN
Long Gable, Ratcliffe-on-the-Weake
Leicester

Company Director

GEOFFREY BRUCE BROWN
85 Watford Way
Hendon, London NW4

Company Director

DENNIS DUNCAN CARMICHAEL
1 Royal Terrace
Edinburgh EH7 5AD

Chartered Accountant

IAN DOUGLAS PEACOCK
Moat End House
Church Lane
Burstow, Surrey

Executive Director

DATED this 29th day of April 1987

Witness to the above signature:

HELEN R McFEDRIES
82 SPRINGWOOD DRIVE
ASHFORD
KENT

PHILIP GRIMMER
21 HARTING DOWN
HERNE FARM
PETERSFIELD
HAMPSHIRE