



COMPANIES FORM No. 30(5)(a)

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

Note
This declaration should accompany the application for the registration of the company

* insert full name of company

† delete as appropriate *RMG5 DTL*

For official use

Company number

□ □ □ □

Name of company

* THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

I, RICHARD MICHAEL GERVASE THORNELY

of SLAUGHTER AND MAY

35 BASINGHALL STREET, LONDON EC2V 5DB

a [~~Solicitor engaged in the formation of the above-named company~~][~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Barnington House, 59-67
Gresham Street London EC2

Declarant to sign below

the 30th day of April
One thousand nine hundred and eighty seven
before me S. J. [Signature]

RMG Thornely

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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Worthington's
JORDAN & SON'S LIMITED
15 GRESHAM HOUSE
LUNSWICK PLACE
LONDON EC2E 8EE
TELEPHONE 0 253 3030
LEX 201910

Presenter's name address and reference (if any):

Slaughter and May
35 Basinghall Street
London EC2V 5DB
(RMST)

For official Use
New Companies Section

Post room

27 MAY 1987
M OFFICE - 12



COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

[Empty box for official use]

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* insert full name of company

* THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

The intended situation of the registered office of the company on incorporation is as stated below

The Queen's Club
West Kensington
London
Postcode W14 9EG

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Slaughter and May
35, Basinghall Street,
London
Postcode EC2V 5DB

Number of continuation sheets attached (see note 1)

1

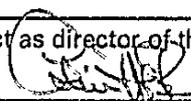
Presentor's name address and reference (if any):

Slaughter and May
35 Basinghall Street
London EC2V 5DB
(RMST)

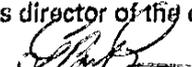
For official Use
General Section
POSTCOMPANIES REGISTRATION
21 MAY 1987
M OFFICE 12

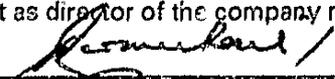
The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) Colin Havelock Triffitt Brown		Business occupation Company Director	
Previous name(s) (note 3)		Nationality British	
Address (note 4) Long Gable Patcliffe-on-the-Weake Leicester		Date of birth (where applicable) (note 6)	
Postcode		LE7 8SQ	
Other directorships †			
En-tout-cas plc			
LTF (1986) Limited			
I consent to act as director of the company named on page 1			
Signature 		Date 22 Apr 87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) Geoffrey Bruce Brown		Business occupation Company Director	
Previous name(s) (note 3)		Nationality British	
Address (note 4) 85, Watford Way, Hendon, London		Date of birth (where applicable) (note 6)	
Postcode		NW4	
Other directorships †			
James Ronald & Sons Ltd.			
F. Hollis & Co. Ltd.			
All England LTC (Wimbledon) Ltd.			
I consent to act as director of the company named on page 1			
Signature 		Date 8 APR 1987	

Name (note 3) Dennis Duncan Carmichael		Business occupation Chartered Accountant	
Previous name(s) (note 3)		Nationality British	
Address (note 4) 1, Royal Terrace Edinburgh Scotland		Date of birth (where applicable) (note 6)	
Postcode		EH7 5AD	
Other directorships †			
LTF (1986) Limited Scottish Building Society			
LTA Publications Ltd. All England LTC (Wimbledon) Ltd			
The All England Motor Park Ltd.			
The Wimbledon Lawn Tennis Museum Ltd.			
The All England Lawn Tennis Ground Ltd.			
I consent to act as director of the company named on page 1			
Signature 		Date 9 APR 1987	

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) James Rigby Coates	
Previous name(s) (note 3)	
Address (notes 4 & 7) 164 Cantley Lane, Doncaster	
Postcode	DN4 6RY
I consent to act as secretary of the company named on page 1	
Signature	<i>TR Coates</i>
Date 29th April 1987	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is signed by the subscribers

<i>Slaughter ad May</i>	
Signature of agent on behalf of subscribers	Date 14 May 1987

delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date

Please do not write in this margin

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1 to Form No. 10

Please complete legibly, preferably in black type, or bold block lettering

Company number

[Empty box for company number]

Name of company

* insert full name of company

* THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

Particulars of other directors (continued)

Name (note 3)	Ian Douglas Peacock	Business Occupation	Executive Director
Previous name(s) (note 3)		Nationality	British
Address (note 4)	Moat End House, Church Lane, Burstow, Surrey	Date of birth (where applicable) (note 5)	
	Postcode		
I consent to act as director of the company named above (notes 9 and 10)			
Signature		Date	1.4.87

Particulars of other directorships

British Sports & Allied Industries Federation Ltd.
BSAIF Exhibitions Ltd.

Ceased directorships since 1.1.82

Slazengers Ltd.
Gradidges Ltd.
International Sports Company Limited
Sports Marketing Surveys Ltd.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

RECEIVED
21 50
OFFICE

2138124

MEMORANDUM OF ASSOCIATION

of

THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

1. The name of the Company is THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN
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 organizing or providing facilities which will enable and encourage them to play tennis or short 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 to the development and occupation of their minds

(b) the organization or provision (or assistance in the organization 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

REGISTRATION OFFICE
- 3 MAY 1987

COMPANIES REGISTRATION
2 MAY 1987
M CRICE 12

LC
- 1 MAY 1987
OFFICE

NATWEST
25/1/98

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 organizing 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 PROVIDED THAT the Company shall not undertake any permanent trading in raising funds

(b) To provide full or part time courses (including residential courses) for teachers and coaches who organize or supervise playing and coaching of tennis or short 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 short 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 courses lectures meetings classes conferences and practical demonstrations and to pay all such persons (other than any person who shall be a member of the Council)

(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 short 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 organize (or to assist in the promotion or organization of) visits by young persons to play tennis or short tennis in foreign countries with a view to providing practical and educational experience in a different environment

(n) To promote or organize (or to assist in the promotion or organization 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, organizations, 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 Council may think necessary or convenient in order to further the object 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 Council 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 acknowledgements 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 Council shall in its absolute discretion think fit

(u) to pay all expenses of the incorporation and establishment of the Company

(v) 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

(w) to do all such other lawful things as will further the objects of the Company

PROVIDED ALWAYS that:-

(i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;

(ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers

(iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the administration of such property in the same manner and to the same extent as it would as such Council have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the

Charity Commissioners over the Council but the members of the Council shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated

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 Council 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 Council 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 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 Council 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 Council

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member holding not more than 1/100th part of the capital of that company and

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

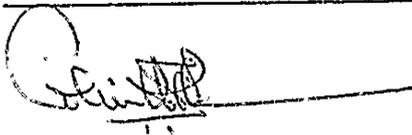
6. The liability of the Members is limited

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 to 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 and 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 DESCRIPTION OF SUBSCRIBERS



Long Gable, Ratcliffe-on-the-Weake
Leicester

Company Director



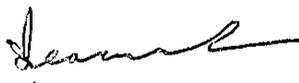
85 Watford Way
Hendon, London, N.W.4

Company Director



1 Royal Terrace
Edinburgh, EH7 5AD

Chartered Accountant



Moat End House
Church Lane
Burstow, Surrey

Executive Director

DATED this 29th day of April 1987

Witness to the above signatures:-

HELEN R McFERRIES
82 SPRINGWOOD DRIVE, ASHFORD
KENT



WITNESS

THOMAS GRIMMER
21 HARTING DOWN
HEANE FARM
PETERSFIELD
HANTS



WITNESS

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

- of -

THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Statutes	Every statute from time to time in force concerning companies insofar as the same applies to the Company
These presents	The Articles of Association of the Company from time to time in force
The Council	The Council for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is not more than one hundred but the Council may from time to time register an increase in the number of members.

3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be the members of the Company.
4. No person shall be admitted a member of the Company unless he is first approved by the Council and the Council shall have absolute discretion as to the admission of any person.
5. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect. The Company may by special resolution passed in general meeting require a member to terminate his membership of the Company.

GENERAL MEETINGS

6. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
8. The Council may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.
9. Twenty-one clear days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution and fourteen clear days' notice in writing at the least of every other general meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Statutes entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.
10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special which is transacted at any extraordinary general meeting, and all which is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members or one tenth of the membership whichever shall be the greater present in person shall be a quorum.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairman (if any) of the Council shall preside as chairman at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
15. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a

declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a chairman or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy at any general meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by the Statutes. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE COUNCIL

27. The members of the Council shall be the directors of the Company.
28. The number of the members of the Council shall be four or such greater number as the Council may in general meeting determine.
29. The first members of the Council shall be the subscribers to the Memorandum of Association.
30. The Council may from time to time and at any time appoint any member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council.
31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

32. The business of the Company shall be managed by the Council which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if such a regulation had not been made.
33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be

reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

OFFICERS

34. The officers of the Company shall be a Chairman, a Treasurer and a Secretary, who shall be elected by the Council for such period, at such remuneration and upon such conditions as it shall think fit. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or of a member of the Council and the Secretary and the said members and/or the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Company;
 - (d) If by notice in writing to the Company he resigns his office.
37. The Company may by special resolution remove any member of the Council and may by ordinary resolution appoint another qualified member in his stead.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Three members present in person or such greater number as the Council may determine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

39. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Chairman shall be entitled to preside at all meetings of the Council at which he shall be present, but if there be no Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.
41. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.
42. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All acts and proceedings of any such Committee shall be reported to the Council as soon as possible.
43. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Council or of any such committee or of any person acting as aforesaid, or that any member of the Council or any such committee or any person acting as aforesaid was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
44. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
45. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had

been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

46. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.
47. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
48. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Council or by the Company in general meeting.
49. At the annual general meeting in every year the Council shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting.

AUDIT

50. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
51. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

52. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

53. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

55. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



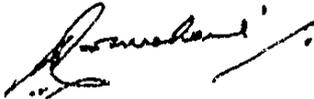
Long Gable
Ratcliffe-on-the-Weake, Leicester

Company Director



85 Watford Way
Hendon, London, N.W.4

Company Director



1 Royal Terrace
Edinburgh, EH7 5AD

Chartered Accountant

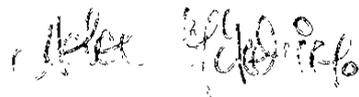


Moat End House
Church Lane
Burstow, Surrey

Executive Director

DATED this 29th day of April 1987

Witness to the above signatures:-
HELEN R. McFERRICK,
92 SPRINGWOOD DRIVE, HENFORD,
GLAST.



WITNESS

PHILIP GRINER
21 HARTING DOWN
HEASE FARM
PEVERLFIELD,
HANTS.



WITNESS

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2138124

I hereby certify that

**THE LAWN TENNIS FOUNDATION OF GREAT
BRITAIN LIMITED**

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 5 JUNE 1987


MRS. C. WILLIAMS

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2138124/A

I hereby certify that

**THE LAWN TENNIS FOUNDATION OF GREAT
BRITAIN LIMITED**

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the 5 JUNE 1987

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

THIS CERTIFICATE/~~PREVIOUS~~ CONTAINS A MISTAKE
IN THE NAME OF THE COMPANY AND IS SUPERSEDED
BY THE CERTIFICATE/~~PREVIOUS~~ AT 2138124/B
ON FILE.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2138124/B.

I hereby certify that

THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the 5 JUNE 1987

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

THIS CERTIFICATE/~~REGISTRATION~~ SUPERSEDES THE
CERTIFICATE/~~REGISTRATION~~ AT 2138124/A ON
FILE WHICH INCORRECTLY QUOTED THE NAME OF
THE COMPANY AS "THE LAWN TENNIS FOUNDATION OF
GREAT BRITAIN LIMITED".



2/2

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] []

2138124

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 10 0 10

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

† Delete as
appropriate

Signed

[Signature]

[Director][Secretary]† Date 29 April 1987

Presenter's name address and
reference (if any):
Slaughter and May
35 Broadwalk Street
London EC2V 5HR
(RG65T)

For official Use
General Section

COMPANIES REGISTRATION
Post room
2 5 MAY 1987
M OFFICE 12



Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf - Note 5)

For official use

Company number

Official use box with vertical lines

Company number box containing 2138124

Name of company

Name of company box containing THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN LIMITED

Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month box containing 31 03

Note Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended] and [is to be treated as having come to an end][will come to an end] on

Day Month Year box containing 31 03 19 88

Delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company] of _____, company number _____ the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed

An administration order was made in relation to the company on _____ and it is still in force

Signed [Signature] Designation [Director] Date 28 88

Insert Director, Secretary, Receiver, Administrator, Administrator or Receiver or Receiver or Secretary as appropriate

Presenter's name address and reference (if any)

REAY & KING CHARTERED ACCOUNTANTS 24 HIGH STREET WIMBLEDON SW19 5DY

For official Use (General Section)

Post room

COMPANIES REGISTRATION 11 AUG 1988 stamp

2128124



THE COMPANIES ACT 1985
SPECIAL RESOLUTION OF
THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN



PASSED ON 12TH SEPTEMBER, 1988

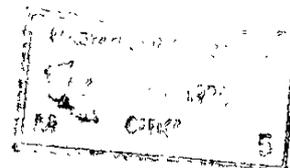
At an Extraordinary General Meeting of the above-named Company duly convened and held on 12th September, 1988, the following resolution was passed as a special resolution:

RESOLUTION

That the name of THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN
be and it is hereby changed to THE L.T.A. TRUST

J. R. Coates
Secretary

NO. 100
2128124



FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 2138124

I hereby certify that

THE LAWN TENNIS FOUNDATION OF GREAT
BRITAIN

having by special resolution changed its name,
is now incorporated under the name of

THE L.T.A. TRUST

Given under my hand at the Companies Registration Office,
Cardiff the 7 OCTOBER 1988


M. J. M. W. P. E.

an authorised officer

No. 2138124

THE COMPANIES ACT 1985

SPECIAL RESOLUTION

OF

THE L.T.A. TRUST

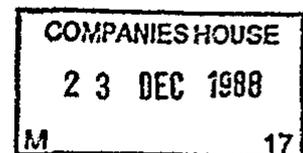
At a meeting of the above-named Company duly convened and held at the offices of The Lawn Tennis Association at The Queen's Club, West Kensington, London W14 9EG on Thursday, 8th December, 1988, the following resolution was passed as a Special Resolution:-

RESOLUTION

THAT the name of the Council be and it is hereby changed to the Board and that all references to the Council in the Articles of Association of the Company be and they are hereby changed to the Board.



J.R. Coates
Secretary



No. 2138124

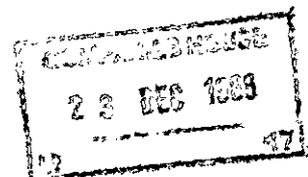
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE L.T.A. TRUST

Incorporated 5th June 1987

SLAUGHTER AND MAY
35, BASINGHALL STREET.
LONDON, EC2V 5DB





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2138124

I hereby certify that

**THE LAWN TENNIS FOUNDATION OF GREAT
BRITAIN**

having by special resolution changed its name,
is now incorporated under the name of

THE L.T.A. TRUST

Given under my hand at the Companies Registration Office,
Cardiff the 7 OCTOBER 1988

A handwritten signature in cursive script, appearing to read 'M. D. M. Jones'.

M. D. M. JONES

an authorised officer



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2138124

I hereby certify that

THE LAWN TENNIS FOUNDATION OF GREAT BRITAIN

is this day incorporated under the Companies Act 1985
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 5 JUNE 1987

C. R. Williams
MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE L.T.A. TRUST*

1. The name of the Company is "THE L.T.A. TRUST".*
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 short 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 to 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

* By a Special Resolution passed on 12th September, 1988, the name of the Company was changed from The Lawn Tennis Foundation of Great Britain to The L.T.A. Trust, with effect from 7th October, 1988.

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 PROVIDED THAT the Company shall not undertake any permanent trading in raising funds

(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 short 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 short 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 courses lectures meetings classes conferences and practical demonstrations and to pay all such persons (other than any person who shall be a member of the Council)

(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 short 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 short 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 Council 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 Council 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 acknowledgements 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 Council shall in its absolute discretion think fit

(u) To pay all expenses of the incorporation and establishment of the Company

(v) 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

(w) To do all such other lawful things as will further the objects of the Company

PROVIDED ALWAYS that:-

(i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;

(ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

(iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as it would as such Council have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Council but the members of the Council shall as regards any such property be

subject jointly and severally to such control or authority as if the Company were not incorporated

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 Council 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 Council 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 Council 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 Council

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member holding not more than 1/100th part of the capital of that company and

(e) to any member of the Council 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 to 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 and 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 signatures:-

HELEN R. MCFEDRIES
82 SPRINGWOOD DRIVE
ASHFORD
KENT

PHILLIP GRIMMER
21 HARTING DOWN
HERNE FARM
PETERSFIELD
HAMPSHIRE

DTF0325.88T

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

THE L.T.A. TRUST^{*}

(As amended by Special Resolution on 8th December, 1988)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Statutes	Every statute from time to time in force concerning companies insofar as the same applies to the Company
These presents	The Articles of Association of the Company from time to time in force
The Board	The Board for the time being of the Company
The Office	The registered office of the Company

* By a Special Resolution passed on 12th September, 1988, the name of the Company was changed from The Lawn Tennis Foundation of Great Britain to The L.T.A. Trust, with effect from 7th October, 1988.

The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is not more than one hundred but the Board may from time to time register an increase in the number of members.
3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be the members of the Company.
4. No person shall be admitted a member of the Company unless he is first approved by the Board and the Board shall have absolute discretion as to the admission of any person.
5. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect. The Company may by special resolution passed in general meeting require a member to terminate his membership of the Company.

GENERAL MEETINGS

6. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
8. The Board may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.
9. Twenty-one clear days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution and fourteen clear days' notice in writing at the least of every other general meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Statutes entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special which is transacted at any extraordinary general meeting, and all which is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members or one tenth of the membership whichever shall be the greater present in person shall be a quorum.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairman (if any) of the Board shall preside as chairman at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the

Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy at any general meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a sh. of hands. A corporation may vote by its duly authorised representative appointed as provided by the Statutes. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD

27. The members of the Board shall be the directors of the Company.
28. The number of the members of the Board shall be four or such greater number as the Board may in general meeting determine.
29. The first members of the Board shall be the subscribers to the Memorandum of Association.
30. The Board may from time to time and at any time appoint any member of the Company as a member of the Board, either to fill a casual vacancy or by way of addition to the Board.

31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

32. The business of the Company shall be managed by the Board which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

OFFICERS

34. The officers of the Company shall be a Chairman, a Treasurer and a Secretary, who shall be elected by the Board for such period, at such remuneration and upon such conditions as it shall think

fit. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or of a member of the Board and the Secretary and the said members and/or the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

36. The office of a member of the Board shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Company;
 - (d) If by notice in writing to the Company he resigns his office.
37. The Company may by special resolution remove any member of the Board and may by ordinary resolution appoint another qualified member in his stead.

PROCEEDINGS OF THE BOARD

38. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Three members present in person or such greater number as the Board may determine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
39. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if there be no Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
41. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
42. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so

far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of any such Committee shall be reported to the Board as soon as possible.

43. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Board or of any such committee or of any person acting as aforesaid, or that any member of the Board or any such committee or any person acting as aforesaid was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
44. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
45. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

46. The Board shall cause accounting records to be kept in accordance with the requirements of the Statutes.

47. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
48. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Board or by the Company in general meeting.
49. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting.

AUDIT

50. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

51. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

52. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
53. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

55. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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 signatures:-

HELEN R. MCFEDRIES
82 SPRINGWOOD DRIVE
ASHFORD
KENT

PHILLIP GRIMMER
21 HARTING DOWN
HERNE FARM
PETERSFIELD
HAMPSHIRE

DTF0326.88D

2138124

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

- of -

THE L.T.A. TRUST

At an Extraordinary General Meeting of the above-named Company duly convened and held on 28th February, 1989, the following resolution was duly passed as a SPECIAL RESOLUTION :-

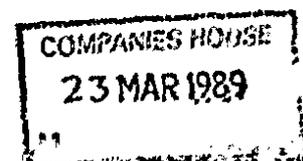
RESOLUTION

THAT, the Council of The L.T.A. Trust having been redesignated the Board of The L.T.A. Trust by a Special Resolution passed on 8th December, 1988, the objects of the Company be and they are hereby altered by the deletion of the word "Council", wherever it appears, and the substitution therefor of the word "Board".

JR Gales

.....

Secretary



No. 2138124

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE L.T.A. TRUST

Incorporated 5th June 1987

SLAUGHTER AND MAY

35, BASINGHALL STREET,
LONDON, EC2V 5DB

BTF/PDC





**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2138124

I hereby certify that

**THE LAWN TENNIS FOUNDATION OF GREAT
BRITAIN**

having by special resolution changed its name,
is now incorporated under the name of

THE L.T.A. TRUST

Given under my hand at the Companies Registration Office,
Cardiff the 7 OCTOBER 1988

A handwritten signature in cursive script, appearing to read 'M. D. M. ALLEN'.

M. D. M. ALLEN

an authorised officer



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2138124

I hereby certify that

THE LAWN TERRIS FOUNDATION OF GREAT BRITAIN

is this day incorporated under the Companies Act 1985
as a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 5 JUNE 1987

C. R. Williams

MRS. C. R. WILLIAMS

an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE L.T.A. TRUST*

1. The name of the Company is "THE L.T.A. TRUST".*
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 short 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 to 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

* By a Special Resolution passed on 12th September, 1988, the name of the Company was changed from The Lawn Tennis Foundation of Great Britain to The L.T.A. Trust, with effect from 7th October, 1988.

** By a Special Resolution passed on 28th February, 1989 the objects of the Company were altered by the substitution of the word Board for the word Council wherever it appeared.

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

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 PROVIDED THAT the Company shall not undertake any permanent trading in raising funds
 - (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 short 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 short 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 courses 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 short 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 short 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 acknowledgements 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) 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

(w) To do all such other lawful things as will further the objects of the Company

PROVIDED ALWAYS that:-

(i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;

(ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers; and

(iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as it would as such Board have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery

Division or the Charity Commissioners over the Board but the members of the Board shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated

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 to 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 and 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 signatures:-

HELEN R. MCFEDRIES
82 SPRINGWOOD DRIVE
ASHFORD
KENT

PHILLIP GRIMMER
21 HARTING DOWN
HERNE FARM
PETERSFIELD
HAMPSHIRE

DTF0325.88T

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

THE L.T.A. TRUST^{*}

(As amended by Special Resolution on 8th December, 1988)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Statutes	Every statute from time to time in force concerning companies insofar as the same applies to the Company
These presents	The Articles of Association of the Company from time to time in force
The Board	The Board for the time being of the Company
The Office	The registered office of the Company

* By a Special Resolution passed on 12th September, 1988, the name of the Company was changed from The Lawn Tennis Foundation of Great Britain to The L.T.A. Trust, with effect from 7th October, 1988.

The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

Words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Company proposes to be registered is not more than one hundred but the Board may from time to time register an increase in the number of members.
3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be the members of the Company.
4. No person shall be admitted a member of the Company unless he is first approved by the Board and the Board shall have absolute discretion as to the admission of any person.
5. A person may terminate his membership of the Company by giving to the Company notice in writing to that effect. The Company may by special resolution passed in general meeting require a member to terminate his membership of the Company.

GENERAL MEETINGS

6. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notice calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
8. The Board may whenever it thinks fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes.
9. 'Twenty-one clear days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution and fourteen clear days' notice in writing at the least of every other general meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Statutes entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special which is transacted at any extraordinary general meeting, and all which is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five members or one tenth of the membership whichever shall be the greater present in person shall be a quorum.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairman (if any) of the Board shall preside as chairman at every general meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the

Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner, as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy at any general meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by the Statutes. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

THE BOARD

27. The members of the Board shall be the directors of the Company.
28. The number of the members of the Board shall be four or such greater number as the Board may in general meeting determine.
29. The first members of the Board shall be the subscribers to the Memorandum of Association.
30. The Board may from time to time and at any time appoint any member of the Company as a member of the Board, either to fill a casual vacancy or by way of addition to the Board.

31. No person who is not a member of the Company shall in any circumstances be eligible to hold office as a member of the Board.

POWERS OF THE BOARD

32. The business of the Company shall be managed by the Board which may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

OFFICERS

34. The officers of the Company shall be a Chairman, a Treasurer and a Secretary, who shall be elected by the Board for such period, at such remuneration and upon such conditions as it shall think

fit. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in the place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

35. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or of a member of the Board and the Secretary and the said members and/or the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

36. The office of a member of the Board shall be vacated:-
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a member of the Company;
 - (d) If by notice in writing to the Company he resigns his office.
37. The Company may by special resolution remove any member of the Board and may by ordinary resolution appoint another qualified member in his stead.

PROCEEDINGS OF THE BOARD

38. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Three members present in person or such greater number as the Board may determine shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
39. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if there be no Chairman, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
41. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
42. The Board may delegate any of its powers to committees consisting of such member or members of the Board as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so

far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of any such Committee shall be reported to the Board as soon as possible.

43. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Board or of any such committee or of any person acting as aforesaid, or that any member of the Board or any such committee or any person acting as aforesaid was disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
44. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
45. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

46. The Board shall cause accounting records to be kept in accordance with the requirements of the Statutes.

47. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
48. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or authorised by the Board or by the Company in general meeting.
49. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors and copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting.

AUDIT

50. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

51. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

52. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
53. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

55. Clause 8 of the Memorandum of Association relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

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 signatures:-

HELEN R. MCFEDRIES
82 SPRINGWOOD DRIVE
ASHFORD
KENT

PHILLIP GRIMMER
21 HARTING DOWN
HERNE FARM
PETERSFIELD
HAMPSHIRE

DTF0326.88D



Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies (Address overleaf - Note 6)

Company number

02138124

Name of company

* THE LTA TRUST

* insert full name of company

Note Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month 3 0 0 9

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year 3 0 0 9 1 9 9 2

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____ company number _____ the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

6. Signed [Signature] Designation: SECRETARY Date 22nd JULY 1992

Presentor's name address telephone number and reference (if any):

REAY & KING CHARTERED ACCOUNTANTS 24 HIGH STREET WIMBLEDON SW19 5DX

For official use D.E.B.

Post room

COMPANIES HOUSE 14 AUG 1992 M 59