

Company Number 2138124

The Companies Acts 1985 & 1989

Company limited by guarantee and not having a share capital

**Certificate of Passing of Special Resolution of
The British Tennis Foundation ("the Company")**

As Chairman/Secretary of the Company I certify that the members passed the following resolutions at an Extraordinary General Meeting on 7th day of June 2004:

A

It is resolved that the following wording shall be inserted at the end of clause 3 of the Memorandum of Association:

"(c) for the benefit of the public to promote community participation in healthy recreation by providing facilities for playing tennis, mini tennis or other sports ("facilities" means land, buildings, equipment and organising sporting activities)"

B

It is resolved that the words "short tennis" will be replaced with "mini tennis" wherever they appear in the Memorandum of Association of the Company

C

It is resolved that Clause 4(A) of the Memorandum of Association of the Company shall be amended as follows:

- (i) the words

"PROVIDED THAT the Company shall not undertake any permanent trading in raising funds" shall be deleted from clause 4(A)(a)

- (ii) the following words shall be added to clause 4(A):

"(v) delegate the management of investments to a financial expert provided that:

- (i) *the financial expert is:*



- a. *an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or*
 - b. *a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001.*
- (ii) *the investment policy is set down in writing for the financial expert by the Board;*
 - (iii) *every transaction is reported promptly to the Board;*
 - (iv) *the performance of the investments is reviewed regularly by the Board;*
 - (v) *the Board are entitled to cancel the delegation arrangement at any time;*
 - (vi) *the investment policy and the delegation arrangements are reviewed at least once a year;*
 - (vii) *all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt;*
 - (viii) *the financial expert may not do anything outside the powers of the Board;*
 - (ix) *arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or a financial expert acting under their instructions and to pay any reasonable fee required;*

(w) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English charity may properly undertake;

(x) *lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company*

(y) *trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;*

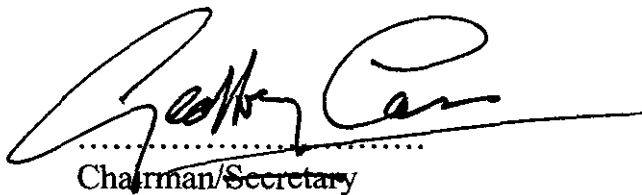
(z) *incorporate subsidiary companies to carry on any trade;*

(aa) *subject to clause 5 engage and pay employees and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;*

(bb) *establish and support or aid in the establishment and support of any other charitable organisations and subscribe, lend or guarantee money or property for charitable purposes;*

(cc) *undertake and execute charitable trusts;"*

(iii) The proviso at the end of clause 4 will be deleted



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Chairman/Secretary

7.6.2004