No. 05014388

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

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**SPECIAL RESOLUTIONS**

**- of -**

**THE BRITISH ATHLETES COMMISSION LIMITED ("the Company")**

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(Passed on 17th September 2005)

At the Annual General Meeting of the Company, duly convened and held at the Millennium Stadium, Cardiff on the date specified above, the following resolutions were duly passed as Special Resolutions.

## SPECIAL RESOLUTIONS

THAT:

1. Wherever the words "Working Group" appear in the Company's Articles of Association they are deleted and replaced with the word "Committee".

2. In Article 2(a) of the Company's Articles of Association, the definition of "General Secretary" be deleted and the following definition of Chief Executive be substituted therefore:

   "Chief Executive — the person appointed from time to time as chief executive of the BAC in accordance with Article 68;"

   and that in Articles 47 and 68 of the Company's Articles of Association wherever the words "General Secretary" appear they are deleted and replaced with the words "Chief Executive".

3. Article 37 of the Company's Articles of Association be replaced in its entirety by the following new Article 37:

   "37. Nominations for the positions of Chair, chair of a Committee or elected member of a Committee shall be submitted by such date as the





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Executive Committee shall prescribe. The results of the election shall be announced at the annual general meeting. At the same time as the Executive Committee invites nominations, it shall highlight the provisions and implications of Articles 42A and 45A and indicate the Recognised Sports (if any) that the nominees and existing Chair and chairs of the Committees represent. In the event of the election for a position being uncontested, the candidate shall be elected unopposed. In the event of there being more nominations than vacancies for a particular position, an election shall be conducted prior to the annual general meeting in accordance with regulations for elections adopted, from time to time, by the Executive Committee."

4. A new Article 42A be inserted in the Company's Articles of Association as follows:

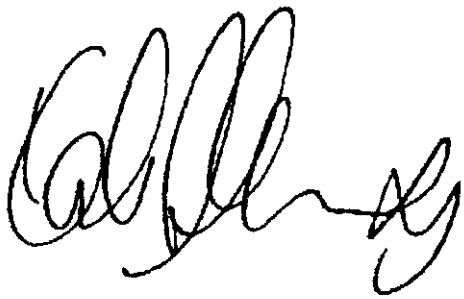
"42A. No Committee may at any time have more than two elected members from any one Recognised Sport."

5. A new Article 42B be inserted in the Company's Articles of Association as follows:

"42B. The members of a Committee may from time to time co-opt additional persons, provided a majority of the Committee vote in favour of such appointment. Where there is a deadlock, the chair of the Committee shall have a casting vote. Co-opted members shall hold office for a two-year term (or such shorter period as the Committee may determine) and shall be eligible for re-election upon expiry of this period. For the avoidance of doubt, neither the eligibility criteria nor the provisions of Article 42A shall apply to this Article 42B."

6. A new Article 45A be inserted in the Company's Articles of Association as follows:

"45A. The Executive Committee may not at any time have more than two members from any one Recognised Sport."



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Kate Allenby, BAC Chair