

BRITISH UNIVERSITIES AND COLLEGES SPORT LIMITED ("the Company")

**WRITTEN RESOLUTION OF THE MEMBERS OF
THE COMPANY DATED 28 JULY 2008**

IT IS RESOLVED as follows -

- 1 To amend the Memorandum of Association in manner following

- (a) By deleting Clause 4 1 and substituting -

"The Objects of the Company are the advancement for the public benefit of physical education among students and in Universities and Colleges by promoting standards in sports administration and coaching "

- (b) By adding after Article 4 2 9 -

"4 2 10 to make payment to the employers of directors to recognise the time spent by such directors on Company business"

and to renumber the remaining sub-paragraphs accordingly

- 2 To amend the Articles in manner following -

- (a) By adding at the end of the definition of "Nominations Committee" in Article 1 ", declaring that where the Committee are to consider the appointment of the Chairman, the Board will appoint a director in place of the Chairman to sit on the Committee " and by adding "and/or Chief Executive Officer "after the words "as directors" in the sixth line of the definition

- (b) By deleting Article 3 and substituting

"Any organisation which wishes to become a Member shall lodge with the Company Secretary a written application for membership (in such form as the directors may require), signed on behalf of the organisation stating the name of its Member Representative The directors shall determine each year the closing date for membership applications and subscription renewals "

- (c) By deleting Article 44 and substituting "Unless otherwise determined by special resolution, the maximum number of directors shall be six and the minimum number of directors shall be four The directors shall comprise a Chairman, the Chair of the Student Forum and three persons with specific responsibilities which will be determined by the Nominations Committee prior to advertising vacancies "

- (d) By deleting the third sentence in Article 49 and substituting

"The term of office as a director of the Chairman shall be three years and the Chairman may serve for only two terms in office "

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- (e) By deleting Article 53 and substituting

"The Chairman shall receive a salary and if a director is in employment then the employer of such director may receive a payment by way of an honorarium to recognise the time spent by such director on the Company's business. The Nominations Committee will be responsible for setting the level of remuneration and honoraria annually."

- (f) By deleting the word "five" in Article 64 and substituting "three"

- (g) By deleting the words "or for calling a forum meeting" in Article 65

- (h) By deleting Article 80 and substituting

"The directors shall be assisted in its operations by an Executive Group who shall comprise the Chairman, the Chief Executive Officer, the Chair of the Student Forum, three persons who are students or members of a Member's Student Union or Athletic Union, and three persons from Member institutions who are not students. With the exception of the Chairman, the Chief Executive Officer and the Chair of the Student Forum, the members of the Executive Group shall be elected at the Annual General Meeting each year. In addition to those elected, the directors may co-opt up to three people acting in a non-executive capacity to the Executive Group, where there are identified skills gaps in the Executive Group."



John Neilson Kerr

Director on behalf of

Anderson Strathern Nominee Limited