

COMPANIES ACTS, 1963 to 1999

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
TENNIS IRELAND
LIMITED

- 1.00 The name of the Company is Tennis Ireland Limited (hereinafter called the "Company").
- 2.00 The objects for which the Company is established are:
 - 2.01 To be the governing body of the game of Lawn Tennis/Tennis in Ireland (hereinafter referred to as the "Game") and to advance and safeguard the interests of the Game and those of the Company.
 - 2.02 To enforce and uphold the laws of the game as interpreted from time to time by the International Tennis Federation.
 - 2.03 To enforce and uphold as may be appropriate all rules, regulations, codes of conduct and policies as may be laid down by any governmental, regulatory or other authority or body having jurisdiction over or relevant to the Company and/or the Game including (without prejudice to the generality of the foregoing) any policies or guidelines laid down in relation to doping control and the protection of children in sport.
 - 2.04 To act as the sole arbiter in Ireland with reference to laws, championships, tournaments, international and other matches all disputes and other matters relating to the Game.
 - 2.05 To control, promote, foster and safeguard the interests of the Game in Ireland
 - 2.06 To promote, sanction and regulate international, inter-provincial, inter-club competitions, tournaments and matches and to enter and manage teams to represent Ireland.
 - 2.07 To encourage all types of matches and events considered beneficial to the Game.
 - 2.08 To study and legislate for all aspects of the Game in Ireland
 - 2.09 To strengthen and develop the bonds of friendship and cooperation between the Company and its members.

- 2.I.) To promote and legislate for the teaching of the Game in Ireland and the training of coaches, referees and court officials.
- 2.II To purchase, lease, rent or otherwise acquire or dispose of property.
- 2.12 To invest, expand or dispose of funds for the purposes and objects of the Company.
- 2.13 In the event of dissolution, disburse any funds for the purposes and objects of the Company.
- 2.14 To make, vary, alter, maintain and enforce rules and regulations for the control and organisation of the Game in Ireland
- 2.15 To obtain credit, raise money or borrow funds for all or any of the objects of the Game.
- 2.16 To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may be capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 2.17 To take, purchase or otherwise acquire and hold shares and securities in any company including the Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
- 2.18 To enter into any arrangements with any Governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- 2.19 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit directors and ex-directors, employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to do any acts or things or make any arrangements or provisions enabling employees of the Company or other persons aforesaid to become shareholders in the Company or otherwise to participate in the profits of the Company upon such terms and in such manner as the Company thinks fit, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, or any other object whatsoever which the ComPany may think advisable.

- 2.20 Generally to purchase, take on, lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 2.21 To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting on building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- .22 To construct, maintain and alter any buildings or works necessary or convenient for any of the purposes of the Company or for the benefit of its employees.
- .23 To invest and to deal with the moneys of the Company not immediately required in such manner as may from time to time be determined
- .24 To give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and either with or without the Company receiving any consideration to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future of the Company) and performance of the obligations and the payment of the capital or principal of and dividends or interest on any stocks, shares, debentures, debenture stocks, notes, bonds or other securities of any person, authority (whether supreme, local, municipal or otherwise) or company.
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5 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 26 To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
- 27 To obtain any Act of the Oireachtas or Provisional Order, for enabling the Company to carry any at its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to OPPOSE any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- .. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any of the property and rights of the Company.
- 29 To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- 30 To do all such other things as the Company may think incidental or conducive to the attainment at the above objects or any of them.

NOTE: It is hereby declared that the word "Company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be in no way limited to or restricted by reference to or inference from, the terms of any other paragraph.

PROVIDED ALWAYS that the provisions of the clause all be subject to the Company obtaining, where necessary for the purpose of carrying any of its objects into effect, such licence, permit or authority as may be required by law.

3.00 The liability of the members is limited

4.00 Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such as may be required not exceeding 1.