

No. 457808

**THE COMPANIES ACT 1948
THE COMPANIES ACTS 1985 TO 1989**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

and

ARTICLES OF ASSOCIATION

Of

AMATEUR ATHLETIC ASSOCIATION OF ENGLAND LIMITED

Adopted by Special Resolution passed on 17 March 2007

Incorporated the 12th day of August 1948

**THE COMPANIES ACT 1948
THE COMPANIES ACTS 1985 TO 1989**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

AMATEUR ATHLETIC ASSOCIATION LIMITED

Adopted by Special Resolution passed on 17 March 2007

1. The name of the Company (hereafter called "The Association") is "AMATEUR ATHLETIC ASSOCIATION LIMITED".
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
 - (i) to encourage, promote and develop Athletics in England and provide funds for those purposes;
 - (ii) to promote and organise the holding of athletic competitions, meetings, championships and events where required and enter into agreements or arrangements with any other bodies, which may be necessary or convenient in connection therewith, or with any of the objects of the Association and to do all or any of the above things, either alone or in conjunction with any other person or person or any other associations;
 - (iii) to establish and, maintain a dialogue with Territorial Associations, Regional Bodies, Affiliated Clubs, Bodies, Associations and relevant institutions throughout England;
 - (iv) to support the development of individual athletes by way of bursaries and scholarships;
 - (v) to ensure the maintenance of the traditions trophies and records of the Association;
 - (vi) to look after the interests of active athletes and to act as a conscience of the sport of Athletics in England.

In furtherance of the above objects (but not further or otherwise) the Association shall have the following powers:

- 1) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- 2) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association including the Licensing where appropriate of the use of the name or acronym of the Association and logo subject to such consents as may be required by law;
- 3) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- 4) to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- 5) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Association;
- 6) to print and publish newspapers, periodicals, books, articles or leaflets;
- 7) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- 8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 9) to invest moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 10) to make any donations in cash or assets or establish or support or aid in the establishment or support (by indemnity guarantee or otherwise) of or constitute or lend money (with or without security) to any trusts, Affiliated Clubs or Bodies, or associations or institutions which are for the benefit of Athletics in England or any part thereof;
- 11) to undertake and execute charitable trusts and maintain existing charitable trusts;
- 12) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee to supervise, organise, carry on the work of and/or advise the Association save that the remuneration of any officer or director shall be limited to an Honorarium of not more than £3000 per annum plus reasonable

- out of pocket expenses in each case;
- 13) subject to the provisions of Clause 4 hereof to make any reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
 - 14) to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Association or which are for the benefit of Athletics in England or any part thereof and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their Members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;
 - 15) to pay out of funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association; and
 - 16) to do all such other lawful things as will further the attainment of the objects of the Association or any of them.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association.
 5. The liability of the Members is limited.
 6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he 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 £1.
 7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association or which otherwise are for the benefit of Athletics in England or any part thereof or which otherwise are for some philanthropic or charitable purpose and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Management Board for some other philanthropic or charitable purpose or purposes.

**THE COMPANIES ACT 1948
THE COMPANIES ACTS 1985 TO 1989**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of

AMATEUR ATHLETIC ASSOCIATION LIMITED
Adopted by Special Resolution passed on 17 March 2007

INTERPRETATION

1. The following terms shall for the purposes of these Presents bear the meanings set opposite them:

The Act	the Companies Act 1985 as amended by the Companies Act 1989;
Affiliated Body	a body whose headquarters are in England, other than an Affiliated Club, affiliated to the appropriate governing body for Athletics in England and paying an affiliation fee or subscription to the Association if required including (but without prejudice to the generality of the foregoing) any school, college, university or other educational establishment, service or pre-service unit, local authority or

	governmental body, company, or section thereof, or other society or association of Eligible Athletes so affiliated;
Affiliated Club	a club whose headquarters are in England affiliated to the appropriate governing body for Athletics in England and paying an affiliation fee or subscription to the Association if required;
Appointments Board	the Chairman, the Treasurer, The Secretary and two persons nominated by the Management Board who at the time of nomination are not members of the Management Board;
Articles	these Articles of Association;
The Association	Amateur Athletic Association Limited;
Association Headquarters	such offices as the Management Board shall from time to time determine will be the principal offices of the Association;
Athletics	the general name for the sport which includes the disciplines of Athletics;
Chairman	the Chairman of the Management Board;
Committees	the Sub-Committees or Working Groups appointed by the Management Board;
Competition Rules	the competition rules as laid down by UKA and including the international rules of competition and eligibility established by the International Association of Athletics Federations and other relevant international bodies;
County	the recognised athletic association of an English Administrative County;
Directors	the Chairman, Secretary, Treasurer and such others as may be appointed from time to time by the Management Board;
Disciplines of Athletics	Cross Country Running, Fell and Hill Running, Race Walking, Road Running, Track and Field Athletics and Tug of War;
England Athletics	England Athletics Limited, the governing body or its successor for Athletics in England;
Eligible Athlete	a person who is eligible to compete in Athletics competitions under the rules of the International Association of Athletics Federations or UKA;

English Road Running Association	a body having responsibilities for Road Running;
English Cross Country	a body having responsibilities for Cross Country Running and formed by the merger of the English Cross Country Union and the Women’s Cross Country and Road Running Association (in respect of Cross Country Running);
English Tug of War Association	a body having responsibilities for Tug of War formed by the merger of the Tug of War Association and the Ladies’ Tug of War Association;
Financial Year	the calendar year commencing on 1 st October in each year, or such other annual date as may be agreed;
Founder Life Vice Presidents	those persons holding the office of Life Vice Presidents of the Women’s Amateur Athletic Association and of the Amateur Athletic Association at the adoption of the Articles of the Amateur Athletic Association of England on 17 th March 1991;
General Meeting	the Annual or an Extraordinary General Meeting of the Association;
In writing	written, printed in electronic form or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form;
Life Vice Presidents	the persons so appointed in such manner as set out in these Articles;
Management Board	the Management Board of the Association established in accordance with Article 16;
Members	the persons and bodies who are in membership of the Association in accordance with Article 3 hereof;
Month	calendar month;
The Office	the registered office of the Association;
Officers	the President, the Chairman, the Secretary and the Honorary Treasurer; all of which shall be Honorary positions;
Office-Bearers	(a) the Officers; (b) Founder Life Vice Presidents; (c) The Patron Vice Patrons and the Life Vice Presidents;

Patron	the person so appointed in such manner as set out in these Articles;
These Presents	these Articles of Association, the Memorandum of Association of the Association and the Rules of the Association from time to time in force;
President	the person so elected in such manner as set out in these Articles;
The Race Walking Association Regions	a body having responsibilities for Race Walking; the nine Regions of England as defined and recognised by England Athletics;
Registered Address	the postal address of each Member as from time to time registered with the Secretary;
Representative	a representative elected or appointed to the Management Board;
Rules	the Rules of the Association for the time being;
The Seal	the Common Seal of the Association;
Secretary	such person as may be appointed Secretary of the Association from time to time as the case may be;
Special Associations	such bodies as are from time to time accepted as Special Associations by the Association;
The Statutes	the Act and every statutory modification or re-enactment thereof for the time being in force;
Subscriptions	payments or fees which might be determined for membership, affiliation, or similar status as defined in these Articles;
Territorial Associations	the South of England Athletic Association Limited, The Midland Counties Athletic Association and the North of England Athletic Association as in place on 1 st April 2006 or their successor bodies;
Treasurer	such person as may be appointed Treasurer of the Association from time to time as the case may be;
U.K.A.	U.K. Athletics Limited or its successor as the recognised governing body for Athletics in the United Kingdom of Great Britain and Northern Ireland by the International Association of Athletics Federations;

Vice Patrons	the persons so appointed in such manner as set out in these Articles;
Working Group	the working groups appointed by The Management Board.

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. Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Presents become binding on the Association shall, if not consistent with the subject or context, bear the same meanings in these Presents.

OBJECTS

2. The Association is established for the purposes expressed in the Memorandum of Association of the Association.

MEMBERSHIP

3. (A) The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with these Presents shall be Members.
- (B) The following shall be Members of the Association:
 - (i) the Affiliated Clubs;
 - (ii) the Affiliated Bodies;
 - (iii) the Territorial Associations;
 - (iv) the Special Associations;
 - (v) the Office-Bearers;
 - (vi) the Directors; and
 - (vii) such other bodies as the Management Board may from time to time determine.
- (C) Any Member may resign at any time by notice in writing to the Secretary.
- (D) Any person elected or appointed to the Management Board shall be deemed to have resigned upon vacating the position to which he was elected or appointed.
- (E) Resignation from the Association by a Member shall not affect any liability of such member arising prior to the date of such resignation.

- (F) Every corporation and unincorporated association which is admitted to membership may exercise such powers as are prescribed by Section 375 of the Act (regarding representation at General Meetings).
- (G) Any Affiliated Club or Body or person suspended or expelled from England Athletics shall thereby become suspended or expelled (as the case may be) from the Association, unless the Management Board consider otherwise. Provided that upon reinstatement any Affiliated Club or Body which has been suspended or expelled through arrears of subscription shall resume membership of the Association as if such suspension or expulsion had not taken place.
- (H) The Management Board shall make appropriate disciplinary rules for the control of its Members, including providing for suspension and expulsion.

GENERAL MEETINGS

- 4. (A) Save as otherwise provided in these Articles, all Members of the Association shall be entitled to attend, speak and vote at General Meetings.
- (B) No Member shall be allowed to speak or vote at a General Meeting if such Member is more than three months in arrears in payment of its annual subscription should there be an obligation to pay a subscription to the Association, if any, at the date of the Meeting.
- (C) An Affiliated Club or Body or Territorial or Special Association shall be represented at the meeting by a bona fide member of such Club, Body or Association who will be allowed to speak in accordance with their voting strength. Only one such representative may cast the vote or votes to which an Affiliated Club or Body or Territorial or Special Association is entitled. The appointment of a representative shall require no formality beyond a decision of such Member or its management committee and the provision of a letter of accreditation and such letter shall operate as an appointment of a representative within Section 375 of the Act.
- (D) If present the President shall (unless he declines to do so) take the Chair at any General Meeting. In his absence the Chair shall be taken by the Chairman or if he is absent or not willing by a member of the Management Board chosen by the members of the Management Board who is willing to do so and if there is none the meeting shall proceed to elect its own chairman.
- (E) If it appears to the Chairman of the meeting that it is in the interests of the Association, he may allow more than one member of an Affiliated Club or Body or Territorial or Separate or Special Association to speak on any matter.

- (F) A person who attends a General Meeting in more than one capacity may represent more than one Member. On a show of hands such person shall have one vote but on any poll being taken shall be entitled to the vote(s) for each Member so represented.
- (G) Voting at General Meetings shall be by show of hands, unless a poll is directed by the chairman of the meeting or is demanded by not less than 10 Members present (in person or by representative or by proxy) and entitled to vote. No poll shall be demanded on the election of a chairman of the meeting or on any question of an adjournment. Subject to Article 4(H) below a poll shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
- (H) Where a poll is taken at a General Meeting, the chairman of the meeting shall (subject to the power of the meeting to select others) appoint two fit and proper persons to act as scrutineers one of whom shall be selected from those supporting the resolution in issue and one from those opposing it or both of whom shall be independent of the Association and its Members.
- (I) 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.
- (J) In the event of there being an equality of votes the chairman of the meeting shall have a second or casting vote.
- (K) No business shall be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be 15 Affiliated Clubs or Bodies present by representative or by proxy. If within 60 minutes of the time appointed for the start of the meeting there shall not be a quorum present the chairman of the meeting shall:
 - (a) if it is an Annual General Meeting adjourn the meeting for 28 days to a suitable venue at which time the quorum shall be two Affiliated Clubs or Bodies present and entitled to vote by representative or proxy; or
 - (b) if it is an Extraordinary General Meeting abandon the meeting.

NOTICE OF GENERAL MEETINGS

- 5. (A) Notices of General Meetings shall be in writing and shall be sent to the registered Address of each Member.
- (B) Any accidental omission to give notice of a General Meeting to or non receipt by a

person entitled to receive such notice shall not invalidate the meeting or any resolutions passed at the Meeting.

- (C) In addition to any other persons entitled to notice of a General Meeting, notice shall be given to the Association's auditors.

PROXIES

- 6. (A) At any General Meeting any Member who is entitled to be present and vote may appoint a proxy to vote on that Member's behalf in any poll taken at that meeting. Notwithstanding the provisions of Article 4(C) the proxy need not be a Member.
- (B) The instrument appointing the proxy shall be deposited with the Secretary not less than 48 hours before the start of the meeting at which the proxy is to be used or if the meeting is adjourned 48 hours before the start of the adjourned meeting (in which case the proxy will only relate to votes taken at such adjourned meeting).
- (C) If the Member appointing the proxy shall be personally present at the meeting (or in the case of an Affiliated Club or Body, or Territorial or Special Association such body shall be represented by a bona fide member of that body who shall be present at the meeting) at the time the poll is taken the appointment of the proxy shall be ineffective.
- (D) A proxy shall be valid for the meeting for which it is given and or any adjournments thereof.
- (E) A proxy shall be valid for the number of votes to which a Member is entitled.
- (F) If the donor of the proxy does not give any indication of the manner in which the proxy is to vote the proxy shall be entitled to vote or not as he thinks fit.
- (G) A proxy shall not be entitled to speak on behalf of the member appointing him except to demand or join in the demand for a poll. This rule shall not prevent the proxy speaking at a meeting in some other capacity (if so entitled).
- (H) All instruments appointing proxies so deposited with the Secretary shall be retained by him for not less than 28 days after the completion of the General Meeting to which they relate or if later until the determination of any objection to the validity of any vote thereat.
- (I) The instrument appointing a proxy shall be in writing and signed by the Member (if an individual) or by the secretary or other appropriate officer of the Affiliated Club or Body or Territorial or Special Association appointing the proxy and shall be in the form set out below or as close thereto as circumstances permit:

“PROXY”

AMATEUR ATHLETIC ASSOCIATION LIMITED

[ANNUAL] [EXTRAORDINARY] GENERAL MEETING
TO BE HELD ON [DATE]

I/We..... being a Member of the Amateur Athletic Association Limited hereby appoint to be my/our proxy and vote on my/our behalf at the [Annual] [Extraordinary] General Meeting of the Association to be held on [Date] and at any adjournment thereof. The proxy shall vote as follows:

RESOLUTION NO. FOR AGAINST ABSTAIN

If there is no instruction to the proxy as to the way to vote, the proxy will exercise his or her discretion as to how to vote or whether to vote at all. In respect of any vote taken at the meeting which does not appear on the agenda, the proxy shall exercise his or her discretion as to the way he or she casts the vote or whether it is cast at all.

Date

Signed

PLEASE PRINT NAME

POSITION

NOTE:

A Member not being an individual that wishes to speak and vote at this meeting should appoint a representative who is a bona fide member of such body. The appointment of a representative requires no formality beyond a decision of such Member or its committee other than the provision

of a letter of accreditation.

If the representative of a Member not being an individual or the individual Member personally is present at the meeting the proxy given by this form will be ineffective.

To be valid this proxy must be completed and returned to [] to be received by him not later than [time] on [date].

THE ANNUAL GENERAL MEETING

7. (A) The Annual General Meeting of the Association shall be held within six months of the end of the Association's Financial Year at such time and place as the Management Board shall determine.
- (B) The Secretary shall send to all Members preliminary notice of the date and place of the Annual General Meeting at least 70 days before the date of the Meeting.
- (C) Nominations from Members for Officers Life Vice Presidents and the Representative of Track and Field Athletics, and resolutions for inclusion on the agenda of the Annual General Meeting shall be sent in writing to the Secretary not less than 49 days before the date of the Meeting.
- (D) The Secretary shall send to all Members a final notice including nominations for the Officers and any resolutions, together with the agenda for the Meeting and proxy forms, not less 28 days before the date of the Meeting. Each Territorial Association and Special Association shall nominate its representative from amongst the members of the Territorial Association or Special Association as the case may be. In the case of the nomination from a Working Group the nomination shall be submitted to the Meeting for approval.
- (E) The Annual General Meeting shall transact the following business:
 - (i) receive the Annual Report;
 - (ii) receive the Annual Accounts;
 - (iii) elect the Officers;
 - (iv) appoint the Patron, Vice Patrons and any Life Vice Presidents;
 - (v) accept a representative from each of Road Running, Cross Country and Track & Field disciplines who will have been selected by the representative working group for each such discipline. The representative for Cross Country shall also represent Fell Running and the representative for Track & Field shall also

represent Race-Walking and Tug-of-War.

- (vi) elect the Auditors and agree their remuneration; and
- (vii) any other business notice of which has been given on the notice convening the Meeting.

EXTRAORDINARY GENERAL MEETINGS

8. (A) An Extraordinary General Meeting of the Association shall be called either in the case of an Extraordinary General Meeting called by the Management Board or in other cases within 21 days of the receipt by the Secretary of a written requisition signed by not less than 20 Affiliated Clubs or Bodies (or if less by Members representing not less than one tenth of the total voting rights of all members having at the date of the deposit of the requisition a right to vote at General Meetings) requiring an Extraordinary General Meeting to be held and specifying the business to be transacted at that Meeting. Such requisition may be on more than one piece of paper provided all such papers contain substantially the same request.
- (B) The Secretary shall send out not less than 21 days before the date of the Meeting notice of an Extraordinary General Meeting to all Members specifying the date time and place of the Meeting and the business to be transacted at the meeting.
- (C) No business shall be conducted at an Extraordinary General Meeting beyond that specified in the notice calling the Meeting.
- (D) If the Secretary shall not within 21 days of the deposit of the requisition have convened a Meeting of the Association, the Members may themselves convene a Meeting within three months of the date of the deposit of the requisition in a manner as nearly as possible as that in which meetings are convened by the Management Board. Any reasonable expenses incurred by the Members requisitioning the Meeting as a result of the failure of the Secretary duly to convene a meeting shall be repaid to such Members by the Association.

RESOLUTIONS FOR GENERAL MEETINGS

9. (A) Any Member entitled to speak and vote at a General Meeting may propose a resolution for approval at such Meeting provided:
- 1) notice of it is given in accordance with the provisions in these Articles for Annual General Meetings and Extraordinary General Meetings respectively; and

- 2) it has been submitted by the Management Board; or
 - 3) if not the subject of an Extraordinary General Meeting convened at the requisition of Members it has been proposed by not less than 10 Affiliated Clubs or Bodies in writing.
- (B) A proposed resolution must be in writing, but may be on more than one piece of paper. The secretary shall if requested by any Member indicate whether any proposed resolution is in an acceptable form for the purposes hereof.
 - (C) Resolutions for approval at a General Meeting shall appear in the case of the Annual General Meeting on the final notice and in the case of an Extraordinary General Meeting on the notice convening the Meeting.
 - (D) At a General Meeting amendments submitted on the day shall only be allowed to correct a grammatical or typographical error or to avoid ambiguity in any resolution.
 - (E) The majority required to pass any resolution shall be stated on the final notice and on the agenda of the General Meeting at which it is to be submitted for consideration.
 - (F) Any vote which is withheld shall not be recognised in calculating the proportion of votes necessary to pass a resolution.

VOTES OF MEMBERS

- 10. (A) Subject to the provisions of these Articles, Affiliated Clubs and Bodies shall be entitled to the number of votes determined by their registered membership as determined by membership of England Athletics as follows:

1-100	1 vote
101 – 200	2 votes
201 – 300	3 votes
301 – 400	4 votes
Over 400	5 votes

- (B) Other Members including Life Vice Presidents shall each have one vote save the chairman of the meeting who shall not vote. Notwithstanding this, the chairman may in the case of an equality of votes exercise a casting vote.
- (C) The person representing an Affiliated Club or Body at a General Meeting may cast the total number of votes to which the Affiliated Club or Body is entitled.

FORUM

11. In addition to the Annual General Meeting and, if required, an Extraordinary General Meeting, the Management Board may arrange a Forum to report back to or discuss with Members matters of current interest and importance where such consultation is deemed to be appropriate and in the interest of dialogue with Members.

SPECIAL ASSOCIATIONS

12. (A) The Management Board may from time to time establish or recognise a body as a Special Association for the purposes of these Articles.
(B) The English Cross Country Association shall be recognised as a Special Association.
(C) The English Road Running Association shall be recognised as a Special Association.
(D) The Fell Running Association shall be recognised as a Special Association.
(E) The Race Walking Association shall be recognised as a Special Association.
(F) The Tug-of-War Association shall be recognised as a Special Association.

OFFICERS

13. (A) The Officers (subject to Article 13(B)) shall be elected annually by the Members at the Annual General Meeting upon the nomination of:
 - 1) any Territorial Association; or
 - 2) not less than five Affiliated Clubs or Bodies.
(B) A nomination shall be invalid if the person nominated has at the time of nomination been suspended by the Management Board on behalf of the Association and whose period of suspension has not then terminated.
(C) The Management Board shall in its capacity as such support or oppose any candidate for election provided nothing in this paragraph shall prevent any of the Territorial Associations or any individual Members of the Association from supporting or opposing any candidate.
(D) If there shall be a single candidate for a post such candidate shall be declared elected unopposed.
(E) If there shall be more than one candidate for a post the candidate who secures the largest single number of votes shall be declared elected and in the even of a tie the

person to be elected shall be determined by drawing lots.

- (F) Officers shall serve until the conclusion of the following Annual General Meeting.
- (G) An Officer may attend and speak at any meeting of any Committee or Working Group.

REMOVAL OF OFFICERS AND MANAGEMENT BOARD MEMBERS

- 14. (A) Notwithstanding anything contained elsewhere in these Articles the Members may by an ordinary resolution passed at an Extraordinary General Meeting remove from office any Management Board Member (whether elected or not) or any Officer.
 - (B) Upon receiving a valid requisition for an Extraordinary General Meeting at which a resolution to remove any such person is to be proposed, the Secretary shall give notice in writing of such resolution to the person(s) concerned and shall if required by such person(s) circulate to all Members entitled to receive notice of the Meeting any written communication of reasonable length provided it does not contain any illegal, offensive or defamatory material
 - (C) At the Extraordinary General Meeting the person whose removal is proposed shall have the right to address the Meeting.
 - (D) Any removal of any Management Board Member (whether elected or not) or Officer shall be without prejudice to any legal claim he may have against the Association or that the Association may have against him in respect of matters arising before such removal.
15. The Association shall have the power to appoint any person as Patron, Vice Patron or Life Vice President provided that the names of such appointees shall be submitted to the Management Board for its prior consideration. The number of Life Vice Presidents nominated by the Management Board to be appointed in any one year shall not exceed two. The maximum number of Life Vice Presidents shall not exceed ten.

COMPOSITION OF THE MANAGEMENT BOARD

- 16. (A) The Management Board shall consist of:
 - 1) The Chairman;
 - 2) The Secretary
 - 3) The Treasurer;
 - 4) One person appointed annually from each of the Territorial Associations.

- 5) One person appointed annually by each of the Special Associations/Working Groups (3 persons in total) in accordance with Clause 7 (E) (v).
- (B) From time to time the Management Board may decide that it would be in the interests of the Association to appoint an additional director or directors to be responsible for particular activities. Such appointments shall be made by the Management Board on the recommendation of the Appointments Board and such Directors shall retire at the next Annual General Meeting unless their tenure is renewed by that Annual General Meeting.
- (C) The Management Board shall have power to co-opt such persons who shall not have a vote as it may deem necessary from time to time but such persons shall retire at the next Annual General Meeting unless their tenure is renewed by a subsequent meeting of the Management Board each such renewal on an annual basis.

VOTING BY THE MANAGEMENT BOARD

17. All Management Board Members shall have one vote each provided that the Chairman of the Meeting may in the case of an equality of votes exercise a second or casting vote.

DISCLOSURE OF INTERESTS

18. (A) Each Management Board Member shall disclose to the Management Board in writing any interest (whether direct or indirect) he may have in any contract being considered by the Management Board and shall refrain from discussing or voting upon such business. A Management Board Member may make a general declaration that he is a member of a particular organisation and so he is to be regarded as interested in any transaction involving the organisation. However, a Management Board Member may discuss and vote on matters relating to the Territorial or Special Association of which he is a member.
- (B) No member of the Management Board shall take any loan from the Association.
- (C) No member of the Management Board shall use any information that he gains as a member of the Board for personal gain.
- (D) Management Board shall submit to every Annual General Meeting a written report of its activities since the preceding Annual General Meeting.
- (E) Nothing in this Article shall derogate from the general duty of good faith owed by the Management Board Member to the Association.

POWERS AND DUTIES OF THE MANAGEMENT BOARD

19. (A) Subject always to these Articles, the administration, direction and management of the affairs of the Association shall be vested in the Management Board.
- (B) Without prejudice to the general powers and duties conferred upon the Management Board by paragraph (A) of this Article, the Management Board shall have the following powers:
- 1) To negotiate, enter into, discharge, rescind or vary broadcasting, marketing, sponsorship and other contracts on behalf of the Association and execute and do all such acts, deeds and things in the name of and on behalf of the Association as it may deem appropriate.
 - 2) To carry out the functions delegated to it by relevant bodies.
 - 3) To act for Territorial Associations and other bodies in Athletics on such terms as may from time to time be agreed between the Management Board and such Associations or other bodies.
 - 4) To receive from time to time Reports of the Territorial and Special Association, Committees and Working Groups.
 - 5) To exercise the Association's powers in relation to the purchase of property of any kind and to dispose of it in any manner.
 - 6) To make and give receipts, releases, and other discharges for any amounts payable to the Association and claims and demands on it.
 - 7) To invest, place on deposit and deal with any of the monies of the Association not immediately required upon any investments or securities which the Management Board thinks fit.
 - 8) To issue, sign, draw, endorse, transfer and assign all cheques, bills, drafts, promissory notes, securities and instruments, negotiable and non negotiable, and generally to operate the Association's banking accounts.
 - 9) To exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Association or of any third party as the Management Board may think fit.
 - 10) To appoint such employees, servants or agents for temporary or permanent employment or special services in England or elsewhere as thought fit and to

determine their powers and duties and to fix their salaries, fees and emoluments (if any) and to require security or dismiss any of them as the occasion may require and to pay and provide pensions and the like benefits, if thought fit for past employees or their widows or dependants.

- 11) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association, its officers, employees, servants or agents or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.
- 12) To have in attendance any person the Management Board considers may assist the Association.
- 13) To pay all the costs and expenses of and incidental to any of the aforesaid matters and things.
- 14) To exercise all of such powers under this Article (except any function delegated to it which cannot be exercised otherwise than exclusively by the Association) jointly with any other person.
- 15) To make, repeal and amend all such Rules as the Management Board shall consider necessary for the management of its responsibilities. All Rules made by the Management Board under this Article must be available to Members at the Association's Headquarters at all reasonable times and shall remain in force until repealed by Management Board or set aside by Ordinary Resolution of a General Meeting of the Association.
- 16) To establish such Committees or Working Groups as it shall from time to time think fit and to delegate to them such functions (being less than the total functions of the Management Board) as it shall from time to time determine. Each such Committee or Working Group shall report regularly to the Management Board. In establishing a Committee or Working Group the Management Board shall appoint the Chairman and if appropriate the Secretary to such Committee or Working Group and its Members. The Management Board may, if it thinks fit, appoint persons to membership of the Committee or Working Group who are not members of the Management Board. Members of a Committee or Working Group other than the Chairman and the Officers of the Association in such capacity as co-opted Members shall each have a vote. The Chairman and the Officers of the Association in such capacity shall have no vote. Notwithstanding this, the Chairman may, in the case of an equality of votes, exercise a casting vote.

- 17) The Management Board shall be responsible for all matters relating to the management and delivery of such development and performance related initiatives as it seeks to implement.
- 18) To confirm the appointment of representatives if required to other bodies.
- 19) To promote AAA Championships where deemed or required for all disciplines and age groups.
- 20) To catalogue all AAA and English Records.
- 21) To liaise with the English Schools AA where desirable its policies for school age athletes in all Disciplines of Athletics.
- 22) To attract younger athletes into Athletics by means of suitable initiatives, including the continuation, if desired of the AAA Standards Scheme.
- 23) To establish and maintain a dialogue with Clubs throughout England.

PROCEEDINGS OF MANAGEMENT BOARD

20. (A) The Management Board shall meet as and when required but at least six times each year, unless it shall otherwise determine by a resolution passed by a two-thirds majority.
- (B) The Chairman or any 3 Management Board Members may call a meeting at any time.
- (C) The Management Board shall not proceed to business unless a quorum is present. The quorum shall be 4 Management Board Members at least one of whom shall be an Officer entitled to vote in accordance with Article 17 but if a quorum is not present within 60 minutes after the time appointed for the start of the meeting, the Chairman shall adjourn the meeting for seven days and at the adjourned meeting the quorum shall be 3 Management Board Members at least one of whom shall be an Officer entitled to vote in accordance with Article 17.
- (D) Except where otherwise provided in these Articles decisions of the Management Board shall be determined by a majority of votes and in the case of an equality of votes the Chairman shall have a casting vote.
- (E) If the Chairman is not present at the start of a meeting of the Management Board, the meeting shall elect its own chairman.
- (F) A resolution in writing signed (as the case may be) by all Management Board Members entitled to vote shall be as effective as a Resolution passed respectively at a meeting of the Management Board duly convened and held and may consist of several documents in a like form each signed by one or more Management Board Member.

AMENDMENTS TO ARTICLES

21. (A) These Articles may be amended by special resolution at any General Meeting.
- (B) Resolutions amending these Articles may be proposed:
- (i) by a simple majority of the Management Board; or
 - (ii) by a Territorial Association; or
 - (iii) by a minimum of 12 Affiliated Clubs or Bodies acting together for the purpose.

INDEMNITY

22. Subject to the provisions of the Act, every Officer, Member, employee, servant and agent of the Association shall be indemnified by the Association and it shall be the duty of the Management Board out of the funds of the Association to pay all costs, losses and expenses which any such Officer, Management Board Member, employee, servant or agent may incur or for which he may become liable by reason of any contract entered into or act or thing done by him in good faith as such Officer, Management Board Member, employee, servant or agent in accordance with the instructions of the Management Board of or a General Meeting of the Association or otherwise in the discharge of his duties may give to any Officer, employee, servant or agent of the Association who has incurred or may be about to incur any liability at the request of or for the benefit of the Association such security by way of indemnity as may seem expedient.

MINUTES AND RECORDS

23. (A) The Secretary shall cause to be kept proper minutes of the proceedings of the General Meetings of the Association, the Management Board and all Committees (including sub-committees and Working Groups).
- (B) The minutes of General Meetings may be inspected at all reasonable times by any Member.
- (C) Any Member entitled to inspect the minutes shall be entitled to a copy thereof at cost.

ACCOUNTING PROVISIONS

24. (A) The Management Board shall cause accounting records of the Association to be kept in accordance with Section 221 of the Act (or as the same may be hereafter amended or altered).
- (B) Accounting records shall (subject to Section 222 of the Act) be kept at the Association Headquarters or at such other place or places as the Management Board shall think fit, and shall always be open to the inspection of the Management Board Members.
- (C) The Management 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 Association or any of them shall be open to the inspection of the Members and no such member (other than one who is also a Management Board Member) shall have any right of inspecting any account or book or document of the Association except as conferred by the Statutes or authorised by the Management Board or by the Association in General Meeting.
- (D) At the Annual General Meeting in every year the Management Board shall lay before the Association a proper income and expenditure account made up to a date not more than seven 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 Management Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, subject nevertheless to the provisions of Section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are directed to be served under these Presents.
- (E) Once at least in every year the accounts of the Association 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.
- (F) Auditors shall be appointed and their duties regulated in accordance with Sections 235-237 and 384-394 of the Act.

STANDING ORDERS

25. The Management Board shall have the power to make, repeal and amend all such Standing Orders as the Management Board shall consider necessary for the conduct of Annual and

Extraordinary General Meetings of the Association. All Standing Orders made by the Management Board under this Article must be available to Members at the Association Headquarters at all times and shall remain in force until repealed by the Management Board or set aside by ordinary resolution of a General Meeting of the Association.