

ENGLAND ATHLETICS LIMITED ("the Company")

Election Regulations for Directors Elected by the Members

1. Background

In Spring, 2013 England Athletics commissioned a series of open nationwide consultations that sought to engage member clubs and registered athletes on a range of subjects including affiliation fees, related process and governance structures.

As a result, it was agreed to create two Board positions for directors elected from the Membership and the Articles were amended accordingly. Tim Soutar (Blackheath & Bromley Harriers AC) and Neil Costello (Cambridge & Coleridge AC) were duly elected in 2014. To avoid both representative directors retiring at the same time, the initial terms of office were set such that Tim Soutar would remain in place until the AGM in 2017 and Neil Costello until the AGM in 2016. Both Tim Soutar and Neil Costello successfully stood for second terms in 2017 and 2016, respectively. Tim Soutar therefore remains as an Elected Director until 2021, while Neil Costello's position is now up for re-election at this year's AGM, currently scheduled for 10th October, 2020. The successful Candidate will commence their role from this date.

England Athletics and the wider sport are proud of the achievements and contributions of our athletes, coaches, officials and volunteers across all levels and areas of our sport. Athletics clubs provide opportunities and realise successes for both male and female participants, young and old, on and off the track. It is, therefore, important that we work to encourage representation that reflects the diversity of our members throughout our organisation, not only on our Board, and our National and Regional Council structure but also across Club committees and management groups nationwide. England Athletics is committed to addressing inequality and to creating a Board of Directors who provide a rich balance of skills and backgrounds. We will work to achieve this while maintaining the high standards and skill sets expected of directors. Accordingly, and in line with the Code for Sports Governance, England Athletics is keen to address the current under-representation on its Board in the areas of disability and BAME. We positively encourage nominations from suitably qualified and eligible candidates regardless of sex, ethnicity, disability, age, sexual orientation, gender identity, religion or belief.

In these Regulations, words and definitions shall have the meaning ascribed to them in the Articles of Association of the Company. In the event of any conflict between the provisions of these Regulations and the Articles of Association, the Articles of Association shall prevail.

For ease of reference, in these Regulations the following words shall have the following meanings:

"Affiliate"	Shall mean someone who is registered with the Company either via a Member or directly;
"Company"	Shall mean England Athletics Limited;
"Elected Directors"	Shall mean those individuals elected as directors of the Company by the Members pursuant to Article 15.4 in accordance with Article 27;
"Member"	Shall mean any Club, person, association or body admitted to membership of the Company in accordance with Articles 6.1 and 6.2;
"Regulations"	Shall mean these regulations as amended from time to time by the Board; and
"Secretary"	Shall mean the company secretary.

2. Eligibility to Vote

The following shall be entitled to vote for the Elected Directors:

Clubs and any person, association or body involved in the sport of athletics or any branch thereof admitted to the membership of the Company in accordance with Articles 6.1 and 6.2.

The Members shall have the relevant voting entitlement stated in Schedule 1 to these Regulations. These are as stated in the Articles of Association except that a director of the Company shall not be entitled to vote in their capacity as a director.

3. Elected Directors

- 3.1 At the date of nomination, nominated candidates must be an Affiliate.
- 3.2 The Elected Directors shall hold office from the date of their election until the date of the annual general meeting following their election specified in

article 30.1; in anticipation of expiry of their first term they may stand for re- election for a second and final term of four years as an Elected Director.

4. Ballot Regulations – second and subsequent elections of Elected Directors

4.1 If at the time of an AGM:

4.1.1 the term of office of a director elected or co-opted under these Regulations is to come to an end; or

4.1.2 there is or is likely otherwise to be a vacancy amongst the directors elected in accordance with these Regulations;

then, no later than 3 months prior to the date of such AGM, the Secretary shall give notice to the Members (other than the directors who are Members pursuant to Article 6.3) inviting them to nominate a person who is not disqualified to act as a director of a limited company to be elected as a director of the Company. Such person may be nominated for election as a Director within Article 15.4 by not less than 8 Members exercising not less than 15 votes at a general meeting of the Company. Such nomination must be in writing and signed by or on behalf of the Members making the nomination and must be accompanied by a written consent to the nomination by the person nominated. The nomination can be on more than one piece of paper although all pieces of paper must be in substantially identical terms. Nominations must be received by the Secretary not later than the date specified by him or her being not less than 28 days after the notice has been given.

4.2 The Secretary shall include in the agenda for the Annual General Meeting all people validly nominated by Members to fill any vacancy in the directors under Article 15.4 and shall circulate with the notice of the Annual General Meeting (if requested so to do by the candidate) an election address not exceeding 500 words that does not contain any material that is offensive or defamatory. The Secretary may print the election addresses of more than one candidate on the same sheet of paper.

4.3 At the Annual General Meeting Members (other than directors) whether present in person or by proxy may elect one or two directors (as the case may be) in accordance with Article 15.4. The one or two candidates (as the case may be) securing the highest number of votes shall be elected to fill the vacancies.

- 4.4 The accidental failure to give notice under Article 27.1 to Members (other than directors) or the accidental failure to supply such Members with the material to be supplied with the ballot paper about the candidates shall not invalidate the election.

5. Secretary

Any of the functions to be undertaken by the Secretary under these Regulations may be undertaken by another person appointed by the directors or the company secretary for that purpose.

SCHEDULE 1

Voting entitlement

Category of Member	Votes
Club with 100 or fewer registered Affiliates	1 vote
Club with between 101 and 200 registered Affiliates	2 votes
Club with between 201 and 300 registered Affiliates	3 votes
Club with between 301 and 400 registered Affiliates	4 votes
Club with 401 or more registered Affiliates	5 votes
Any person, association or body involved in the sport of athletics or any branch thereof admitted to membership of the Company by the directors not being a club	1 vote

The number of registered Affiliates shall be the relevant number recorded as at 1st August each year.