

ENGLAND ATHLETICS LIMITED

ARTICLES OF ASSOCIATION

Adopted on 14 October 2017

Amended by Special Resolution passed on ~~23<sup>rd</sup> October 2021~~ 2022

PART ONE  
DEFINITIONS

1. In these Articles unless the context otherwise requires the following words shall have the following meanings:

“Act”	Shall mean the Companies Act 2006;
“Affiliate”	Shall mean someone who is registered with the Company either via a Member or directly;
“Articles”	Shall mean these Articles of Association;
“Audit & Assurance Committee”	Shall mean the committee to be maintained by the Board in accordance with Article 22;
“Board”	Has the meaning given in Article 17;
“Chairperson”	Shall mean the chairperson of the Board of the Company;
“Club”	Shall mean a club (whether incorporated or not) having its headquarters in England that offers any athletics activity as defined in the UKA rule book from time to time;
“Company”	Shall mean England Athletics Limited;
“County Association”	Shall mean any association of clubs in a geographic area formed to provide or arrange competition for athletes from that geographic

area and to support the development of athletics in that geographic area and admitted to membership in accordance with Article 6.2;

“England Council”	Shall mean the England Council as defined in Article 79;
“Executive Office”	Shall mean employment by the Company in an executive role;
“Ex-Officio”	Shall mean a member of the Board who is appointed by virtue of their Executive Office in the Company;
“Governance Committee”	Shall mean the committee to be maintained by the Board in accordance with Article 21;
“Independent Director”	Shall mean a director appointed by the Board who is independent from the Company;
“Member”	Shall mean anybody admitted to membership of the Company in accordance with the Articles;
“Nominations Committee”	Shall mean the committee to be maintained by the Board in accordance with Article 19;
“Regional Council member”	Shall mean a member of a Regional Council;
“Registered Address”	Shall mean the address for any member as registered by the Company from time to time;
“Remunerations Committee”	Shall mean the committee to be maintained by the Board in accordance with Article 20;
“Secretary”	Shall mean the company secretary;

“UK” Shall mean England, Wales, Scotland and Northern Ireland;

“UKA” Shall mean UK Athletics Limited;

“Uninvolved” Shall mean a person who by reason of the facts or circumstances would not be considered to be biased and in particular is someone:

1. who is not related to the Member or Affiliate concerned or to any Member or Affiliate whose position might be affected as a result of any decision;
2. who is not a member of the club of the Affiliate concerned or of any club whose position might be affected as a result of any decision taken;
3. who has not taken part in the events the subject of the allegations whether as a sportsman or an official; and
4. who is not the coach or adviser to the Affiliate or any other Affiliate whose position might be affected as a result of any decision taken;

World Athletics Means the association of member federations which is the international authority for the sports of Athletics worldwide, formerly known as the International Association of Athletics Federations (IAAF).;

“Writing” Shall mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of

methods, whether sent or supplied in electronic form or otherwise.

2. In these Articles unless the context otherwise requires words importing one gender shall include all genders, and the singular includes the plural and vice versa.
3. In these Articles unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Act but excluding any statutory modification not in force when these Articles were originally adopted
4. In these Articles apart from the exception mentioned in the previous Article a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## PART TWO OBJECTS

5. The object for which the Company is established is to act as the governing body for athletics and running in England and as such:
  - 5.1. to recognise the jurisdiction of World Athletics as the ruling authority for determining the rules of athletics;
  - 5.2. to affiliate to UKA or such other body as may be recognised from time to time by World Athletics as the nationally and internationally recognised governing body for athletics in the UK;
  - 5.3. to act as the governing body for athletics in all its forms in England and as such to formulate the strategy for, co-ordinate the implementation of and support the affairs of athletics in England, according to the provisions of the Company's Memorandum and Articles of Association (and rules made thereunder) for the benefit of its Members, Affiliates, athletes, coaches, officials, other volunteers and supporters and athletics as a whole;
  - 5.4. to develop, in conjunction with UKA and the other home country athletics associations, by means in particular of consultative and collaborative annual and longer-term planning processes, a broad and unified strategy for performance, development and competition throughout the UK, for joint implementation and delivery, reflecting the respective roles and responsibilities of the Company, UKA and the home country athletics associations which shall be agreed from time to

time by those parties who participate in formulating the strategy for and co-ordinating the implementation of athletics in the UK with UKA, the other home country athletics associations and other athletics organisations and thus to develop a framework for the development and delivery of athletics in England by working with such organisations, clubs, schools, colleges, universities, local authorities, other partners, and the public at large;

- 5.5. to encourage and enable participation in athletics in England at all levels (including participation of competitors, coaches, officials and supporters) and to enable those with high athletic talent to develop and fulfil their potential by creating and supporting annual championships and arranging such other competitions and training opportunities as may be desirable;
- 5.6. to support UKA as the body responsible for elite athletics in the United Kingdom;
- 5.7. to develop, in conjunction with UKA and the other home country athletics associations and reflecting the respective roles and responsibilities of the Company, UKA and the other associations as described in Article 5.4, programmes for athletics throughout England in accordance with policies developed by the Company;
- 5.8. to respect the anti-doping policy of UKA (the enforcement of which shall be by UKA);
- 5.9. to co-operate with and carry out functions agreed by it with UKA and other home country athletics associations in relation to the UK and to co-operate with World Athletics and other relevant delivery bodies for the sport of athletics as a whole and to govern athletics in England in accordance with the powers of the Company from time to time;
- 5.10. to co-operate with UKA and the other home country athletics associations and enter any agreements or arrangements necessary to set out their respective roles and functions and to adhere to any uniform policy in matters relating to athlete welfare, equity and inclusion, and matters affecting the administration and development of athletics in England and the UK in line with agreed strategies;
- 5.11. to provide information to UKA and the other home country athletics associations to enable the monitoring of the performance of the implementation of agreed strategies;
- 5.12. to develop and implement commercial and communications policies and activities for athletics in England;

- 5.13. to develop and nurture relationships with UKA, the other home country athletics associations and any relevant Government Departments and sports organisations within the UK;
- 5.14. to co-ordinate (where appropriate, in conjunction with UKA and other relevant bodies) athletics fixtures across England which are organised or endorsed by the Company within agreed strategies;
- 5.15. to oversee the selection of and co-ordination of officials and other volunteers for athletics events organised or endorsed by the Company;
- 5.16. to select and co-ordinate teams to represent England at the Commonwealth Games and other international athletics events where an England team competes;
- 5.17. to do what is reasonable for athletics in England in all circumstances for the purpose of safeguarding or promoting the welfare of children and vulnerable adults;
- 5.18. to take all reasonable steps to ensure that for athletics in England, no child, young person, vulnerable adult, competitor, volunteer, official, employee or job applicant, receives less favourable treatment on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex or sexual orientation.
- 5.19. to undertake and execute charitable trusts;
- 5.20. to carry on any business in connection with any of the matters set out above in this Article 5.

### PART THREE MEMBERS

6. The Members of the Company shall be:
  - 6.1. such Clubs as are admitted to membership by the directors in accordance with this part of the Articles
  - 6.2. any person, association or body involved in the sport of athletics or any branch thereof admitted to membership by the directors in accordance with this part of the Articles.
  - 6.3. the directors of the Company during such time they hold office as director

7. Every club, person, association or body (whether incorporated or not) wishing to become a Member of the Company shall deliver to the Company an application for membership in such form as the directors may from time to time require.
  8. The directors may establish different classes of Members and attach different rights to different classes.
  9. The directors shall observe the provisions of section 113 of the Act in maintaining the Register of Members.
  10. In addition to the powers granted by section 323 of the Act, a Member not being an individual may by resolution of its committee or other governing body authorise a person or persons to act as its representative or representatives at any meeting of the Company.
    - 10.1. where such Member authorises only one person they are entitled to exercise the same powers on behalf of that Member as the Member could if it were an individual Member of the Company.
    - 10.2. where the Member authorises more than one person any one of them is entitled to exercise the same powers on behalf of that Member as the Member could if it were an individual Member of the Company.
    - 10.3. where the Member authorises more than one person and more than one of them purport to exercise a power under Article 10.2 if they purport to exercise the power in the same way the power is treated as exercised in that way but if they do not purport to exercise the power in the same way, the power is treated as not exercised.
- A Member granting the authority as provided in this Article shall if required by the Company lodge a certified copy of such resolution with the Company not later than the start of the meeting at which the person or persons will exercise that power.
11. Membership shall not be transferable.
  12. Membership shall terminate on the first to occur of the following:

- 12.1.the Member giving seven clear days written notice to the Company to terminate membership;
  - 12.2.the Board giving written notice to the Member terminating their membership for failure to pay any subscription or other sums due from Members in accordance with these Articles.
  - 12.3.the expulsion of a Member following completion of the disciplinary process (including all appeals allowed for in such process).
  - 12.4.in the case of a Member who is a Member by virtue of being a director of the Company when they vacate the office of director for whatever reason
13. A Member who has ceased to be a Member for whatever reason shall not be readmitted to membership unless the directors shall agree. An application for readmission to membership shall specifically disclose that the applicant has previously been a Member of the Company and the applicant shall provide the directors with such information in relation to the cessation of membership and other matters connected with the application as the directors shall require.
14. Subject to Article 35 the directors may from time to time make vary and revoke rules relating to
- 14.1.the level of subscriptions or affiliation fees to be paid by Members or Affiliates and have different levels of subscriptions or affiliation fees for different classes of Members or Affiliates.
  - 14.2.the rights privileges and obligations of different classes of Members or Affiliates.
  - 14.3.the organisation of Members including rules relating to the financial operations of Members and provision for the safety and welfare of children and vulnerable adults.

## PART FOUR

### THE BOARD

#### MAKE UP OF THE BOARD



15. The directors of the Company shall be:
- 15.1. the Chairperson,
  - 15.2. two directors appointed from time to time by the England Council in accordance with Article 81;
  - 15.3. one director appointed from time to time by UKA in accordance with Article 25;
  - 15.4. up to two directors elected by the Members in accordance with Article 27;
  - 15.5. not less than two nor more than six other directors, including Independent Directors; and
  - 15.6. any person holding Executive Office appointed pursuant to Article 16.
16. Where any person holds Executive Office, they may be appointed as a director on an Ex-Officio basis provided always that such appointment will not cause the number of directors to exceed twelve.
17. The directors of the Company from time to time shall constitute the Board.
18. The directors shall continue to function with full powers notwithstanding any temporary vacancy in the position of Chairperson, or the omission of the England Council or UKA to appoint directors or the Members to elect any directors.
19. The Board shall maintain a Nominations Committee, which shall report to the Board as and when required and shall adopt terms of reference which identify its purpose, responsibilities and any powers delegated to it by the Board. The majority of the Nominations Committee must be Independent, however shall include the Chairperson, one director elected by Members pursuant to Article 15.4, one director appointed by the England Council pursuant to Article 15.2 and not less than two Independent Directors. For the purposes of this Article 19, the term "Independent" shall mean persons who are free from any close connection to the Company save for their position as Members, Directors or the Secretary of the Company or any person connected to any of them (if applicable). The Nominations Committee shall be chaired by [an Independent Director \(other than the Chairperson\)](#).

20. The Board shall at all times maintain a Remunerations Committee which shall report to the Board as and when required and shall adopt terms of reference which identify its purpose, responsibilities and any powers delegated to it by the Board.
21. The Board shall at all times maintain a Governance Committee which shall report to the Board as and when required and shall adopt terms of reference which identify its purpose, responsibilities and any powers delegated to it by the Board.
22. The Board shall at all times maintain an Audit & Assurance Committee which shall report to the Board as and when required and shall adopt terms of reference which identify its purpose, responsibilities and any powers delegated to it by the Board.
23. In the event of a vacancy occurring in the post of Chairperson or amongst the directors within Article 15.5, the vacancy may be advertised and the Nominations Committee shall consider all applications and shall interview those whom it thinks appropriate. It shall recommend to the directors the candidate it considers most suitable.
24. The directors shall have the power to fill any vacancy in the post of Chairperson and the directors within Article 15.5 and in so doing shall take into consideration the recommendations of the Nominations Committee. Any person so appointed shall hold office until the next succeeding Annual General Meeting (AGM).
25. Subject to Article 26 UKA shall appoint a director of the Company by written notice to the Company and the Company shall only recognise as the director appointed by UKA the person so nominated. In the event that the person so nominated shall cease to be a director by virtue of Article 29 UKA shall nominate another person who is not disqualified from acting as a director of a company. UKA may revoke the appointment of its nominated director by written notice to the Company and such revocation shall take effect upon receipt of the notice.
26. Where a director appointed by UKA or the England Council is removed from office pursuant to section 168 of the Act, the body making the appointment shall not appoint the person so removed as a director of the Company for a period of at least two years from the date of their removal.
27. Election of directors under Article 15.4:

- 27.1. no later than three months prior to an AGM at which a director shall come to the end of their term, 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 (eight) Members ~~exercising not less than 15 (fifteen) 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.
- 27.2. if at the closing date for nominations, the Secretary shall have received not more than two valid nominations they shall declare the persons so nominated elected as directors of the Company pursuant to Article 15.4.
- 27.3. if at the closing date for nominations the Secretary shall have received more than two valid nominations they shall arrange for a postal ballot of Members (other than directors of the Company) to elect two directors of the Company.
- 27.4. the Secretary shall within 21 days of the close of nominations send to all Members (other than directors of the Company) a ballot paper showing the names of those nominated in random order accompanied (if the person nominated so wishes) by an election address not exceeding 500 words that does not contain any material that is offensive or defamatory. They shall indicate a date being not less than 28 days after the posting of the ballot paper by which the completed ballot paper has to be received by the Secretary.
- 27.5. the Members entitled to vote shall have for each vacancy the number of votes set out in Schedule 1 (but may not split that vote between candidates) but shall not be obliged to vote to fill all the vacancies.

- 27.6. as soon as reasonably possible after the close of the ballot, the Secretary shall cause all valid votes to be counted and verified in accordance with the directions of the Board from time to time.
- 27.7. in the event of an equality of votes that will affect who becomes a director, the Chairperson shall have such casting votes as may be required to determine who shall become a director. In exercising their casting vote they shall seek to ensure that (so far as possible) the candidate(s) elected shall give the best representation of the Members entitled to vote in the election.
- 27.8. the Secretary shall resolve any issue arising out of the election including the right to determine whether a vote is valid or has been properly cast.
- 27.9. after the valid votes have been counted and verified and the Chairperson has exercised any rights given to him or her by Article 27.7 the Secretary shall certify to the Board and notify the Members who has been elected.
- 27.10. if a vacancy shall occur in the directors elected under this Article the Board may co-opt a person who is not disqualified to act as a director of a limited company to fill the vacancy until the end of the following AGM.
- 27.11. if at the time of the AGM there is or is likely to be
- 27.11.1. a vacancy amongst the directors elected in accordance with this Article; or
- 27.11.2. the term of office of a director elected or co-opted under this Article comes to an end

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.

The Secretary shall include in the agenda for the AGM 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 AGM (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.

- 27.12. at the AGM 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.
- 27.13. in the event that the vacancy occurs in such a way that the Secretary cannot give Members 28 days' notice to nominate a replacement or the vacancy occurs too late to be included in the agenda of the next AGM the Board may co-opt a person who is not disqualified to act as a director of a limited company to fill the vacancy until the end of the AGM in the following year
- 27.14. 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.

#### TERMS OF OFFICE

28. Nothing in this part shall affect the right of Members to remove directors in accordance with section 168 of the Act.

29. The office of director shall be vacated if:

- 29.1. they cease to be a director by virtue of any provision in the Act or they become prohibited in law from being a director;
- 29.2. they become bankrupt or are liquidated or make any arrangement or composition with their creditors;
- 29.3. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 29.4. they become incapable by reason of illness or injury of managing and administering their own affairs;
- 29.5. they resign their office at any time by written notice to the Company;
- 29.6. in the case of a director appointed under Article 15.2 they cease to be chairperson of a Regional Council;
- 29.7. in the case of a director appointed under Articles 15.2 or 15.3 the body nominating them gives written notice to the Company cancelling that nomination (and whether or not the body concerned nominates another person as director of the Company);
- 29.8. in the case of a director holding an Executive Office, they cease to work for the Company in such capacity;
- 29.9. they shall without sufficient reason have been absent without permission of the Board from more than three consecutive Board meetings and the Board resolve that their office be vacated;
- 29.10. they are removed from office by a resolution pursuant to section 168 of the Act;
- 29.11. they are requested to resign by all the other directors acting together.

30. Where:

- 30.1. the directors are appointed at an AGM, such directors shall hold office, subject to Article 31, for a term expiring at the AGM in the fourth year thereafter; or
- 30.2. the directors are not appointed at an AGM, such appointments will be discussed at the next subsequent AGM and, where confirmed and subject to Article 31, they shall hold office until the AGM in the third year thereafter;
- 30.3. Any director may, subject to Article 32, be re-elected at such meeting for a further four year term;
31. If more than half the directors appointed under Article 15.5 are to retire in the same year, the Board may decide that such of them as the Board decides shall retire instead at the end of the previous year. Such retirement is without prejudice to such directors' rights to seek re-election if otherwise eligible.
32. The directors appointed under Articles 15.1, 15.2 and 15.5 (other than those holding Executive Office) shall retire from office no later than at the termination of the eighth AGM after they take up office.
33. A director:
- 33.1. elected under Article 27.12 shall hold office for a term expiring at the AGM in the fourth year after their election; and
- 33.2. co-opted under Article 27.10 or 27.13 may be re-elected for a three year term at the AGM after their period of co-option shall have expired and upon the expiry of that term may be re-elected for one further four year term. Any other director elected under Article 27 whose first term has expired may be re-elected for a further four year term.

#### POWERS AND DUTIES OF THE BOARD

34. Subject to the Articles and the Act, the directors are responsible for the management of the Company's business and affairs for which purpose they may exercise all the powers of the Company.

35. Subject to Article 36 the directors shall consult the England Council and the Regional Councils and (where practicable) the Members before they make a decision on:

35.1.the level of subscriptions or affiliation fees to be paid by Members or Affiliates;

35.2.making or refraining from making any representation to UKA about the rules of athletics (including the Rules for Competition);

35.3.any significant matter where the directors consider at their sole discretion, that it would assist the decision of the directors to know the opinion or range of opinion held.

36. Nothing in Article 35 shall require the directors to consult on any matter:

36.1.which would require them to disclose confidential or commercially sensitive information

36.2.in any case which, in their reasonable opinion, would adversely affect the Company in carrying out any of its objects

36.3.which relates to the personal affairs of anyone working for the Company in whatever capacity and whether remunerated or not

36.4.which relates to any actual or contemplated legal or disciplinary proceedings

37. As regards third parties a failure to consult shall not invalidate anything which the directors do.

38. The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

39. No such special resolution invalidates anything which the directors have done before the passing of the resolution

40. The directors shall appoint one of their number, such person being a non-executive director, as a senior independent director to fulfil certain activities as determined from time to time by the Chairperson and the Board.

41. The directors may delegate any (but not all) of their powers to:



41.1. any one or more of their number;

41.2.any committee consisting of such of their number and with or without other persons as they think fit;

41.3.the England Council or one or more Regional Councils;

41.4.in respect of membership and matters related thereto to the England Council or Regional Councils or member of staff as seems appropriate to the directors;

provided that the directors may make such delegation subject to such conditions as they from time to time consider appropriate. The directors may also amend or revoke such delegation at any time as they think fit. Such amendment or revocation shall not affect the validity of anything done in good faith before such amendment or revocation.

42. Save as otherwise provided by the Articles or the Act, a director shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which they have directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Company. For the purposes of this Article an interest of a person who is for the purposes of the Act connected with a director shall be treated as an interest of the director.

43. For the purposes of these Articles:

43.1. a general notice given to the directors by a director that he or she is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement shall be deemed to be a disclosure that the director has the interest disclosed;

43.2.an interest of which a director has no knowledge and of which it would be unreasonable to expect him or her to have knowledge shall not be treated as an interest of theirs.

44. Where proposals are under consideration concerning the appointment of two or more directors to work for the Company or any subsidiary of the Company the proposals shall be considered separately and (provided that they are not, for any other reason, precluded from voting) each of the directors concerned shall be entitled to vote and be

counted in the quorum in respect of each resolution except that concerning himself or herself.

45. In respect of any provision in these Articles preventing a director from voting at a meeting of the directors or any committee appointed by the directors:

45.1. the Company may by ordinary resolution suspend or relax (either until such suspension or relaxation is brought to an end by a second ordinary resolution or for such fixed period as may be stated in the resolution or for a particular transaction or class of transactions only) such provision and thereby permit a director to vote;

45.2. the directors may, in accordance with the requirements set out in this Article 45, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching their duty under Section 175 of the Companies Act 2006 to avoid conflict or interests, including authorising him or her to:

45.2.1. continue to participate in discussions leading to the making of a decision and/or to vote;

45.2.2. disclose to a third party information confidential to the Company;

45.2.3. take or refrain from taking any step required to remove a conflict or avoid a breach of duty; or

45.2.4. take any other action not otherwise authorised,

45.3. nothing in this Article 45 shall permit or authorise the conferral of any payment or other benefit from the Company not expressly permitted under these Articles and any authorisation under Article 45.2 shall be effective only if:

45.3.1. the matter is proposed to the directors in accordance with these Articles or as otherwise agreed by the directors;

45.3.2. the relevant director complies with Article 44;

45.3.3. the unconflicted directors consider it in the interests of the Company to authorise the conflict of interests in the circumstances applying;

45.3.4. any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and

45.3.5. the matter was agreed to without their voting (or would have been agreed to if their votes had not been counted).

#### MEETINGS OF THE BOARD OF DIRECTORS

46. Subject to the provisions of these Articles and the Act the directors may regulate their proceedings as they think fit.

47. The Chairperson and the Secretary (if one is appointed) shall at the request of any director call a meeting of the directors. A meeting of directors shall also be called at the request of two or more directors. Normally fourteen days' notice of such a meeting should be given but in cases of urgency such notice shall be given as is reasonable.

48. A meeting of the directors shall not, subject to article 51, proceed to business unless a quorum is present. Subject as herein provided a quorum shall be five and must include the Chairperson unless:

48.1. the Chairperson shall have signified in writing their agreement for the meeting to proceed in their absence; or

48.2. the post of Chairperson is vacant; or

48.3. the Chairperson is excluded from forming part of the quorum by reason or Article 49.

49. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

50. In the event that the number of directors shall fall below seven, the quorum shall be two but the Board shall meet to transact any or all of the following business but for no other purpose:

- 50.1. to appoint new directors;
  - 50.2. to admit new Members;
  - 50.3. to convene a general meeting of the Members;
  - 50.4. to authorise payments of wages and other sums due under contracts entered into when the Board had seven or more members provided that no such payments can be authorised if the Company is insolvent or likely to become insolvent; and
  - 50.5. to arrange for the Company to be wound up.
51. At meetings of the Board the chair shall be taken by the Chairperson but if he or she is absent at the start of the meeting or is unwilling to take the chair, the meeting shall elect its own Chairperson from amongst its members present.
52. Questions arising at a meeting shall be decided by a majority of votes. In the event of an equality of votes the Chairperson of the meeting shall have a second or casting vote. If any question shall arise about the right of a director to vote at a meeting of the directors it shall be decided in the case of any director other than the Chairperson by the Chairperson and in the case of the Chairperson by the other directors by a majority. If there is an equality of votes on the Chairperson's right to vote the Chairperson shall be considered not to have the right to vote.
53. Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- 53.1. the meeting has been called and takes place in accordance with the Articles, and
  - 53.2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other. A person so participating shall be deemed to be present in person at such meeting and so be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the Chairperson of the meeting is.

54. A resolution in writing signed by all the directors entitled to receive notice of a meeting of the directors or of a committee appointed by the directors (as appropriate) shall be as valid and effective as if it had been passed by a meeting of the directors (or as the case may be) by a committee appointed by the directors. It may consist of several documents in substantially the same form each signed by one or more directors.
55. All acts carried out by a meeting of directors or a committee of directors or by a person acting as a director shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

#### REMUNERATION OF DIRECTORS

56. Subject to the provisions of the Act the Board may enter into an agreement or arrangement with any director for the provision of their services as director or their employment by the Company in any capacity.
57. The remuneration payable under any agreement or arrangement as is referred to in Article 56 shall not exceed the general market rate for directors providing similar services.
58. Any agreement or arrangement that relates to the performance by a director of their duties as director, shall contain a provision that the agreement or arrangement will automatically terminate upon the director ceasing to hold office as director without the Company being liable for any period of notice or for loss of office.
59. Article 58 shall not apply to any agreement entered into between the Company and a director for the performance of any other duties other than their duties as a director.
60. The directors may provide benefits whether by payment of gratuities or pensions or by insurance or otherwise for any director who has held but no longer holds executive office or employment with the Company or any subsidiary of the Company and for any member of their family and may (as well before as after they cease to hold such employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

61. The directors may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendances at meetings of the directors or committees of the directors or general meetings or otherwise in connection with the discharge of their duties.

## PART FIVE

### THE REGIONAL COUNCILS

62. The directors shall establish Regional Councils for the geographical areas of England. The directors shall determine the number and geographical area of such Councils and shall have the power to amend the geographical areas and to split or amalgamate or close Regional Councils as the directors from time to time consider fit.

63. The directors may delegate to each Regional Council such of the following duties as the directors deem fit:

63.1. to improve the delivery of athletics for the benefit of the Members and Affiliates in their region in conjunction with the Company;

63.2. to represent their region's interests within the overall national strategy framework;

63.3. to represent the interests of the volunteer sector of the sport;

63.4. to assist in the dissemination of the Company's national policy to stakeholders in the region;

63.5. to contribute to the formulation of national strategy;

63.6. to identify regional priorities and bring them to the directors' attention;

63.7. to monitor the effectiveness of national policy and its execution within the region and provide feedback to the directors through the England Council;

63.8. to assist the Company's management and staff;

63.9. such other duties as the directors may determine from time to time,

provided always that the directors may delegate different matters to different Regional Councils, as they consider fit and, further, may impose conditions on, limit, amend and/or revoke any such delegated duties at any time at their sole discretion on giving notice in Writing to the relevant Regional Council(s) and such amendment or revocation shall not affect the validity of anything done in good faith before such amendment or revocation.

64. Each Regional Council shall seek to engage with all of the County Associations and Members within its region to enable it to perform the duties delegated to it by the directors.
65. Each Regional Council shall have a Council consisting of a chairperson, elected members and co-opted members. The directors shall specify in respect of each Regional Council the number of elected members which shall be not less than three nor more than seven. The number of co-opted members must be lower than the number of elected members. Each Regional Council shall make provision for the representation of County Associations in its region on the Regional Council in accordance with the directions given from time to time by the Board.
66. The Regional Council will elect its own chairperson from the Regional Council and this appointment will be subject to ratification by the directors. Only elected members of a Regional Council will be eligible to vote for the chairperson of that Regional Council.
67. Any Member within a region (other than a director) may nominate one individual for election as a Regional Council member. The nominee need not be a Member or Affiliate of the Company or a member of a Member of the Company.
68. If a vacancy shall occur amongst the elected members the Secretary shall give not less than 21 days' notice to the Members whose registered address is in the area of the Regional Council that a vacancy has occurred and inviting nominations to fill that vacancy and stating the date by which nominations must be received by the Secretary
69. In order to nominate an individual for election to the Regional Council, the Member shall give notice in writing of the person nominated to the Secretary by the date specified by the Secretary. The notice must be signed by the nominee, by the chairperson or the Secretary of the Member submitting the nomination and by the

chairperson or Secretary of at least ~~two~~one other Members whose registered address is within the region of the Regional Council. No Member may nominate or second more than one person for election as a Regional Council member. The directors may refuse to allow the nomination to be put before the Members if they are satisfied that the person nominated is not a fit and proper person to hold office as a Regional Council member.

70. The Nominations Committee may nominate candidates as Regional Council members.
71. At the close of nominations the Secretary shall review the nominations received and if the number of nominations is equal to or fewer than the number of vacancies they shall declare those nominated elected unopposed. If there are more nominations than vacancies they shall cause an election to be held by ballot in accordance with rules laid down from time to time by the directors.
72. Any of the functions to be undertaken by the Secretary in this part of the Article may be undertaken by another person appointed by the directors for that purpose.
73. At its first meeting after election the Regional Council shall co-opt such additional members not exceeding the number set down by the directors or as provided in the Articles with appropriate skills and who reflect the diversity of athletics within the relevant region. No one shall be co-opted to a Regional Council who has been a co-opted member of that Council for four years immediately prior thereto.
74. The chairperson of the Regional Council shall hold office for an initial term of two years but (subject as provided in Article 76) shall be eligible for re-election. For the avoidance of doubt any chairperson who assumed office prior to the adoption of these Articles shall hold office until the second anniversary of their last assumption of office.
75. The elected members of the Regional Council shall hold office for an initial term of four years but (subject as provided in Article 76) shall be eligible for re-election.
76. Save as provided in Article 77 the chairperson and the elected members of the Regional Council shall retire from office no later than the eighth anniversary of their taking up office.



77. The directors may resolve that the chairperson or any elected member of a Regional Council may seek re-election notwithstanding that the maximum term of office provided in Article 76 shall have expired.

78. Each member of the Regional Council (whether elected or appointed) shall have one vote at meetings of the Regional Council except as provided in Articles 66 and 95.

#### THE ENGLAND COUNCIL

79. The England Council shall consist of:

79.1. the chairperson of each Regional Council;

79.2. the Chairperson;

79.3. co-opted members appointed in accordance with Article 87;

79.4. any individual the subject of a resolution by the directors under Article 85.

80. At its first meeting after the Company's AGM in each second calendar year the Chairperson of the Board shall take the chair of the England Council. The England Council shall from amongst its members elect a chairperson who must also be a Regional Council chairperson. Only the chairpersons of Regional Councils shall be entitled to vote in the election of the chairperson of the England Council. After the election of the new chairperson of the England Council, the elected individual shall take the chair at which point the Chairperson of the Board shall vacate.

81. At its first meeting after the Company's AGM in each second calendar year the England Council shall from amongst its members who are chairperson of Regional Councils elect two members of the England Council to serve as directors of the Company.

82. In the event that between the meetings provided in Article 80 or 81 a vacancy shall occur in the post of chairperson or one or both of the directors shall vacate their office as director the England Council shall from amongst its members elect a replacement who shall hold office for the residue of the term of the person whose vacancy they fill. In the case of a vacancy in the post of chairperson of the England Council only chairpersons of Regional Councils shall be entitled to vote.

83. The England Council may resolve to remove one or both of the individuals it has elected as a director and may by written notice to the Company terminate their term of office and may elect replacements.
84. The chairperson of the England Council shall hold office for a period expiring at the end of the meeting of the England Council two years from their first appointment and shall be entitled to seek re-election for further terms expiring at the end of the first meeting of the England Council after the AGM of the Company after eight years from their first appointment.
85. The directors may resolve that any named member of the England Council may remain a member of the England Council notwithstanding that they shall cease to be a Regional Council chairperson for such time as the directors shall specify.
86. In the event that the chairperson of the England Council ceases to be a Regional Council chairperson they shall vacate their office as chairperson of the England Council unless the directors otherwise agree.
87. The England Council may co-opt up to two additional members but they do not have the right to be England Council chairperson. Without the prior approval of the Board no-one shall be co-opted onto the England Council who has served as a member of the England Council for a period of eight years immediately prior to such co-option.
88. Except as provided in Articles 80, 82 and 95 each member of the England Council including co-opted members has one vote.
89. The directors may delegate to the England Council such of the following matters (in each case as the directors deem fit) within any directions given to the England Council from time to time by the directors:
- 89.1. to co-ordinate the activities and interests of the volunteer sector within the sport of athletics in order to further all disciplines of the sport of athletics in England;
- 89.2. represent the interests of Members through its representatives on the Board;

89.3. take a leadership role within the volunteer sector of the sport of athletics and co-ordinate and supervise interaction between volunteer and professional groups to further the interests of the sport of athletics in England;

89.4. to admit new Members;

89.5. to advise the directors on the classes of membership and the subscription and affiliation fee terms and conditions attached to different classes of membership;

89.6. such other duties as the directors may determine from time to time,

provided always that the directors may impose conditions on, limit, amend and/or revoke any such delegated duties at any time at their sole discretion on giving notice in Writing to the England Council and such amendment or revocation shall not affect the validity of anything above in good faith before such amendment or revocation.

#### MEETINGS OF REGIONAL AND ENGLAND COUNCILS

90. Meetings of the Regional and England Councils shall be convened at least four times a year. At the request of the chairperson or at least two Council members additional meetings of the relevant Council may be held. Normally seven days' notice should be given but in cases of urgency such notice shall be given as is reasonable. Notice of meetings shall be given to all members of the relevant Council, and to the chairperson of the Board and the Secretary

91. A meeting of a Regional or England Council shall not proceed to business unless a quorum is present. Unless the directors otherwise determine, a quorum shall be three and must include the chairperson of the relevant Council unless

91.1. the chairperson of the relevant Council shall have signified in writing their agreement for the meeting to proceed in their absence; or

91.2. the post of chairperson is vacant or

91.3. there has been at least one previous meeting immediately prior to the one in question where the chairperson has not attended.

92. A member of a Regional Council or the England Council shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
93. At meetings of the Council the chair shall be taken by the chairperson but if he or she is absent at the start of the meeting or is unwilling to take the chair the meeting shall elect its own chairperson from amongst its members present.
94. Questions arising at a meeting shall be decided by a majority of votes. In the event of an equality of votes the chairperson of the meeting shall have a second or casting vote.
95. A member of a Regional Council or the England Council shall not vote on any resolution concerning a matter in which they have directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Council unless it arises solely by virtue of their holding some other office or position in the sport of athletics.

#### REMUNERATION AND REIMBURSEMENT OF MEMBERS OF COUNCILS

96. The members of Regional Councils and the England Council may be paid all travelling hotel and other expenses properly incurred by them in connection with their attendances at meetings of the relevant Council or otherwise in connection with the discharge of their duties.
97. The directors may make such payment as it thinks fit to any member or chairperson of a Regional Council or the England Council as a token of the directors' appreciation of the work done by such member or chairperson.

#### PART SIX

#### GENERAL MEETINGS

98. Once in each year and not more than fifteen months after the previous AGM the Company shall hold an AGM.
99. The business of the AGM shall be:

- 99.1. to receive from the directors a full statement of account
  - 99.2. to receive from the directors a report of the activities of the Company since the previous annual report
  - 99.3. to elect such directors as are required to fill vacancies on the Board
  - 99.4. to receive details of the appointment of the England Council
  - 99.5. to elect auditors and fix their remuneration
  - 99.6. to transact such other business as may be brought before the meeting in accordance with these Articles or the Act.
100. The directors may at any time convene a general meeting of the Company. They shall do so upon receipt by the company of a requisition signed by Members who collectively have at least 5% of the voting rights at a general meeting and stating the general nature of the business to be dealt with at that meeting and the text of any resolution that may properly be moved and is intended to be moved at that meeting. The requisition may consist of several documents in substantially the same form each signed by one or more Members. If there are not sufficient directors within the UK to call such a meeting any one director or the Secretary may do so.
101. Notice of all general meetings shall specify the time and place of the meeting and shall include an agenda. Where it is intended that a resolution is to be proposed as a special resolution, the notice shall state that. Notice shall be sent to all Members entitled to attend and vote at the general meeting, to the auditors and UKA. An accidental omission to give notice to a Member shall not invalidate the proceedings of the general meeting.
102. In addition to the Members, the following shall be entitled to attend and speak (but not to vote) at general meetings of the Company:
- 102.1. the auditors
  - 102.2. UKA. For the avoidance of doubt the director appointed by UKA shall be entitled to exercise all the powers of a director of the Company at a general meeting.

- 102.3. members of the England Council (in their capacity as such)
- 102.4. members of Regional Councils (in their capacity as such)
103. No business shall be conducted at a general meeting unless a quorum of twenty Members is present in person or by proxy.
104. If such a quorum is not present within half an hour of the time appointed for the meeting the meeting if it is an AGM shall be adjourned to such time and place as the directors shall determine. At such adjourned meeting the quorum shall be two Members present in person or by proxy. If the meeting is not an AGM it shall be dissolved.
105. If during the course of a general meeting a quorum shall cease to be present the meeting shall be adjourned for 30 minutes and if a quorum is not then present the meeting shall be adjourned to such time and place within 28 days as the directors shall determine.
106. The Chairperson of the directors shall preside as chairperson of the meeting but if he or she is not present within 15 minutes after the time appointed for the meeting or, if present, the Chairperson is unwilling to act as chairperson of the meeting, the directors present shall appoint one of their number as chairperson. If only one director is present, that director shall be chairperson unless he or she declines. In the event that there is no director present willing to take the chair, the Members present may elect one of their number to take the chair.
107. The chairperson of the meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at the adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
108. The chairperson of the meeting may at any time without the consent of the meeting adjourn any meeting where it appears to him or her that:
- 108.1. Members wishing to attend cannot conveniently be accommodated in the place appointed for the meeting; or

- 108.2. the conduct of people present prevents or is likely to prevent the orderly conduct of business; or
- 108.3. an adjournment is otherwise necessary or desirable so that the business of the meeting can be properly conducted.
109. Where a general meeting is adjourned to a date more than seven days after the date of the original meeting, notice shall be given to all Members entitled to receive notice of the meeting of the date and time at which the adjourned meeting will continue. The notice may indicate the items of business left for the adjourned meeting to consider.
110. A resolution put to the vote of a general meeting shall be decided on a show of hands where each Member present and entitled to vote has one vote. A poll may be demanded by the chairperson of the meeting or at least two Members present in person or by proxy either before the show of hands is taken or when the result of the show of hands is declared. In a poll Members shall have the votes attributed to them in Schedule 1. In the event that a poll is taken the results of the poll shall be taken as the decision of the meeting regardless of the declaration of any show of hands.
111. Unless a poll is demanded the declaration of the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
112. The demand for a poll may be withdrawn before the poll is taken and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
113. The poll shall be taken as the chairperson of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll.

114. In the case of an equality of votes (whether on a show of hands or a poll) the chairperson of the meeting shall have a casting vote in addition to any other votes they may have.
115. A poll demanded on the election of the chairperson or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson of the meeting shall direct being not more than 30 days after the poll is demanded.
116. The demand for a poll shall not prevent the meeting continuing for the transaction of any business other than that on which the poll was demanded.
117. The chairperson of the meeting may direct (and shall do so if so directed by the meeting) that voting papers for the poll be sent to all Members entitled to attend and vote at that general meeting and that voting papers duly returned by the date and time for the closing of the poll shall be considered as cast in the poll.
118. A Member who is entitled to vote at a general meeting of the Company is entitled to appoint a proxy to attend and vote on behalf of that Member at such general meeting. The proxy need not be a Member of the Company. The proxy shall be appointed in the form prescribed from time to time by the directors and signed by the Member appointing the proxy. The proxy shall be received by the Company at its registered office or such other address as shall be specified on the notice convening the meeting not less than 48 hours before the start of the meeting to which it relates.
119. The Company shall not be concerned as to whether or not the proxy exercises their proxy as directed by the donor and shall be entitled and bound to take the vote of the proxy as cast.
120. If any votes are given or counted at a general meeting which shall afterwards be found to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at that meeting unless objection to such votes be taken at the meeting or such votes were given or counted fraudulently.
121. No objection shall be taken to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not



disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

## PART SEVEN

### DISCIPLINARY PROCEEDINGS

122. If at any time it appears to the directors that the conduct of a Member or Affiliate may not be in the interests of the Company, they may at any time resolve:
- 122.1. temporarily to suspend the Member or Affiliate pending further investigation of the matter; or
  - 122.2. to suspend or terminate the membership of any Member or the affiliation of any Affiliate subject to the conditions set out in Article 125; or
  - 122.3. refer the matter to the England Athletics Disciplinary Panel for hearing
123. If such a resolution as is mentioned in Article 122.2 is passed, the membership or affiliation shall be:
- 123.1. suspended for such period as the resolution shall specify or
  - 123.2. terminated at that point or at such other date as the resolution shall specify. Such termination is without prejudice to any claim that the Company may have against the Member or Affiliate for matters that arose prior to the termination.
124. If the matter is referred to the England Athletics Disciplinary Panel, in accordance with the Company's disciplinary policies, as issued from time to time, the Disciplinary Panel shall exercise powers identical to those of the directors and defined in Articles 122 and 123 and the decision of such panel (and any appeal from such decision as shall be provided for in the rules relating thereto) shall be binding on the Company and the Member or Affiliate.

125. The conditions which have to be met in order for the directors to suspend or terminate the membership of a Member or the affiliation of an Affiliate in accordance with Article 122.2 are:
- 125.1. that at least 14 days before the directors consider the proposal, notice of it has been given in writing to the Member or Affiliate concerned. Such notice must state fairly the allegation being made against the Member or Affiliate such that they know the case that they have to answer and must have included with it copies of all material which exist in tangible form which the directors will be asked to consider in deciding upon the proposal. The Member or Affiliate must be told of their right to attend the meeting of the directors which will be considering the proposal;
- 125.2. the Member or Affiliate concerned is given the opportunity of attending the meeting of the directors at which the matter is to be considered, of replying to the allegations, of calling witnesses to support their case, examining any witnesses called against them and of making submissions to the directors.
126. The directors may make either generally or by reference to a particular case such reasonable regulations for the conduct of a hearing in accordance with Article 124 to secure the disposal of the matter in a manner that is proportionate and secures the just expeditious and fair disposal of the matter. Such regulations shall not deprive the Member or Affiliate of the rights given to him or her or it by Article 125.
127. Only directors who are Uninvolved shall be present when a proposal is discussed to suspend or expel a Member or Affiliate.
128. Any Member or Affiliate whose membership is suspended or terminated in accordance with Article 122 may within one month of being notified in writing of such termination and subject to complying with the rules of Sports Resolutions appeal to a single arbitrator appointed in accordance with the rules of Sports Resolutions. The decision of such arbitrator shall be final and binding on the Company and the Member or Affiliate and shall not be subject to appeal to the Court.

129. The England Athletics Disciplinary Panel shall consist of
- 129.1. a director who is Uninvolved
  - 129.2. a member of the England Council who is Uninvolved
  - 129.3. a third person who is neither a director nor a member of the England Council and who is also Uninvolved appointed from time to time by the directors who are Uninvolved.
130. In the event that it is not possible for the directors to resolve a disciplinary matter because it is not possible to find enough Uninvolved people, the matter shall be referred to Sports Resolutions and dealt with in accordance with their rules.
131. A Member or Affiliate whose membership is suspended shall enjoy none of the benefits of membership or affiliation during the period of suspension but shall remain liable for all subscriptions and affiliation fees that shall fall due during such period of suspension.

## PART EIGHT

### MISCELLANEOUS

#### SECRETARY

132. Subject to the provisions of the Act, the directors shall appoint a Secretary on such terms as they think fit. Any Secretary so appointed may be removed by the directors.

#### MINUTES

133. The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors and by the England Council.
134. Each Regional Council must ensure that it keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Regional Council.

## NOTICES

135. Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
136. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
137. A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## INSPECTION OF ACCOUNTS

138. Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member or Affiliate.

## INDEMNITY TO DIRECTORS

139. Subject to Article 140 a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
- 139.1. any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- 139.2. any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

- 139.3. any other liability incurred by that director as an officer of the Company or an associated company.
140. Article 139 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
141. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
142. In Articles 139 and 141:
- 142.1. a “relevant director” means any director or former director of the Company or an associated company,
- 142.2. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated company or any pension fund of the Company or associated company, and
- 142.3. In Article 139 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## SCHEDULE 1

## Voting entitlement

<b>Category of Member</b>	<b>Votes</b>
Club with 100 or less 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
A director of the Company	1 vote

The number of registered Affiliates shall be the number recorded as at 1<sup>st</sup> August each year.