

No. 3686940

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED

ARTICLES OF ASSOCIATION

- of -

UK ATHLETICS LIMITED

Incorporated 16 December 1998

FARRER&Co

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

AMENDED
ARTICLES OF ASSOCIATION¹
OF
UK ATHLETICS LIMITED

INTERPRETATION

1.1 The following terms shall for the purposes of these Articles bear the meanings set opposite them:

2006 Act	the Companies Act 2006 as modified by statute or re-enacted from time to time;
Affiliated Club	those athletic clubs admitted to Affiliated Club membership of the Company in accordance with Article 11;
Articles	these Articles of Association from time to time in force;
Associate Members	such persons and organisations not being Affiliated Clubs but who are admitted to membership of the Company as associate members in accordance with Article 12;
Athletics	the general name for the sport which includes the Disciplines of Athletics;
Athletics Appointments Panel	the committee of the Company appointed by the Board from time to time pursuant to Articles 85 and

¹ The Company adopted new Articles of Association by Special Resolutions passed on 16 August 1999, 27 September 2002, 28 January 2006, 13 December 2007 and 29 November 2013.

	105(g) to advise the Company on Board level appointments;
BOA	the British Olympic Association;
Board	the Board of the Company established in accordance with Articles 69 to 74 the members of which are the directors of the Company for the purposes of the 2006 Act;
BPA	the British Paralympic Association;
Chair	the person appointed to act as chair of the Board by the UK Members Council pursuant to Article 70;
Chief Executive	the chief executive of the Company appointed by the Chair pursuant to Article 70;
clear days	a period of days exclusive of the day on which a notice is served or deemed to be served and of the day for which it is given;
Company	the above named company;
Competition Rules	the competition rules as laid down by the Board and including the international rules of competition and eligibility established by the IAAF and other relevant international bodies;
Disciplines of Athletics	all disciplines of Athletics the principal ones being: Cross Country Running Fell and Hill Running Mountain Running Race Walking Recreational Running Road Running Track and Field Athletics Trail Running;
EAA	the European Athletic Association;
Election Regulations	the regulations adopted by the Board from time to time under Article 105(h) concerning the election of the UKMC Members;
electronic form	the meaning given in section 1168 of the 2006 Act;
general meeting	the annual or a general meeting of the Company;
hard copy form	the meaning given in section 1168 of the 2006 Act;

Home Country Sports Councils	Sport England, Sport Scotland, Sports Council for Wales, Sports Northern Ireland and such successor bodies to those organisations recognised by the Board from time to time;
IAAF	the International Association of Athletics Federations;
IPC	the International Paralympic Committee;
Members	the UKMC Members, the Affiliated Clubs and the Associate Members together;
Membership	membership of the Company by the Members in accordance with these Articles;
National Associations	Athletics Northern Ireland, England Athletics, Scottish Athletics, Welsh Athletics and such successor bodies to those national associations recognised by the Board from time to time;
Objects	the meaning given to it in Article 4;
Office	the registered office of the Company;
President	the person elected from time to time in such manner as set out in these Articles (and the Election Regulations) to be the president of the Company and who shall preside as chair of the UK Members Council in accordance with Article 20;
Registered Address	the postal address of each Member as from time to time registered with the Secretary;
Remuneration Committee	the committee of the Company appointed by the Board from time to time pursuant to Article 85 to advise the Company on remuneration of the Company's employees;
Rules	the rules and regulations of the Company (including, without limitation, rules for Affiliated Clubs) made by the Board and amended from time to time pursuant to Article 105;
Secretary	the company secretary of the Company appointed from time to time in accordance with Article 96;
UK Members Council	the council of the Company formed in accordance with Articles 19 to 35, the members of which are entitled to receive notice of, attend and vote at

	general meetings and are the members of the Company for the purposes of the 2006 Act;
UKMC Members	the members from time to time of the UK Members Council;
United Kingdom	the United Kingdom of Great Britain and Northern Ireland and the Channel Islands and the Isle of Man;
United Kingdom Sports Council	UK Sport and such successor body to that organisation recognised by the Board from time to time;
Vice-President	the person elected from time to time in such manner as set out in these Articles (and any Rules made thereunder) to be the Vice-President of the Company and who shall act as the President's deputy;
Website	the Company's website, which may be accessed at www.ukathletics.net or such other successor website as is notified to the Members from time to time.

- 1.2 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 incorporated and unincorporated associations.
- 1.3 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.
- 1.4 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

NAME AND REGISTERED OFFICE

2. The name of the Company is "UK ATHLETICS LIMITED".
3. The registered office of the Company is situated in England.

OBJECTS

4. The objects for which the Company is established (**Objects**) are to act as the governing body for Athletics in the United Kingdom and as such² :

² The Company amended Article 4 of its Articles of Association by a Special Resolution passed on 16 August 1999 and by a Special Resolution passed on 28 January 2006.

- (a) to act as the representative member for the United Kingdom in international affairs and to affiliate to,³ and carry out functions delegated to it by the IAAF and other relevant bodies ;
- (b) to co-ordinate and support the United Kingdom and international affairs of Athletics according to the provisions of the Company's Articles of Association (and Rules made thereunder) for the benefit of its Affiliated Clubs, athletes and of Athletics as a whole;
- (c) to develop broad strategy for performance, development and competition throughout the United Kingdom by means in particular of a consultative annual planning process for implementation and delivery by the National Associations;
- (d) to develop programmes for Athletics throughout the United Kingdom in accordance with policies developed by the Company;
- (e) to establish and be responsible for the maintenance of:
 - (i) common rules for competition (the enforcement of which shall be by the National Associations); and
 - (ii) an anti-doping policy (the enforcement of which shall be by the Company);
- (f) to secure, as far as practicable, a uniform policy in all matters affecting the administration and development of Athletics in the United Kingdom and to that end to co-operate with and enter into agreements with the National Associations to set out the respective roles and functions of the Company and the National Associations;
- (g) to monitor the performance of those bodies involved in the implementation and delivery of programmes and strategies developed by the Company;
- (h) to develop, lead and assist in commercial, marketing and public relations policies and activities for Athletics in the United Kingdom;
- (i) to develop and nurture relationships between the Company and the United Kingdom Sports Council, the Home Country Sports Councils, the BOA, the BPA, the EAA, the IAAF, the IPC and any relevant Government departments⁴;
- (j) to co-ordinate fixtures and award permits across the United Kingdom;
- (k) to oversee the selection of and co-ordination of officials for UK Athletics' events;

³ The Company amended Article 4(a) of its Articles of Association by a Special Resolution passed on 27 September 2002.

⁴ The Company amended Article 4(i) of its Articles of Association by a Special Resolution passed on 27 September 2002

- (l) to select and co-ordinate teams to represent Great Britain and Northern Ireland at international Athletics events;
- (m) to act (if the Board so decides) as the final arbiter in relation to disputes referred to the Company by the National Associations⁵;
- (n) to undertake and execute charitable trusts; and
- (o) to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the objects stated in this Article 4.

POWERS

5. In furtherance of the Objects (but not further or otherwise) the Company shall have the following powers:
- (a) 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;
 - (b) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
 - (c) 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;
 - (d) to borrow or raise money for the Objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
 - (e) 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 Company;
 - (f) to print and publish any newspapers, periodicals, books, articles or leaflets;
 - (g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
 - (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
 - (i) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject

⁵ The Company amended Article 4(m) of its Articles of Association by Special Resolution passed on 27 September 2002.

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;

- (j) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, Affiliated Clubs, or associations or institutions which are for the benefit of Athletics in the United Kingdom or any part thereof;
 - (k) 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 Company;
 - (l) subject to the provisions of Article 6 hereof to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
 - (m) to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Company or which are for the benefit of Athletics in the United Kingdom 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 these Articles;
 - (n) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - (o) to do all such other lawful things as will further the attainment of the Objects of the Company or any of them.
6. The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in these Articles.

LIABILITY OF MEMBERS

7. Save as set out in Article 8, the Members do not have any liability.
8. Every UKMC Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a UKMC Member, or within one year after he ceases to be a UKMC Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a UKMC 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 (one pound).

MEMBERSHIP

9. The Company has three categories of Members namely:
- (a) the UKMC Members;

- (b) the Affiliated Clubs; and
 - (c) the Associate Members.
10. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership of the UK Members Council in accordance with these Articles shall be UKMC Members. Every person who is appointed to the UK Members Council shall deliver to the Company an application for Membership in such form as the Board requires executed by him. If any person ceases to be a UKMC Member for any reason he shall forthwith be deemed to have resigned his Membership of the Company.
 11. The athletic clubs which are from time to time affiliated to a National Association and such other athletic clubs as the Board shall admit to Affiliated Club Membership shall be Affiliated Clubs. If any Affiliated Club ceases to be affiliated to a National Association that Affiliated Club shall (unless the Board otherwise decides) be deemed to have resigned its Membership of the Company.
 12. The Board may admit such persons and organisations not being Affiliated Clubs as Associate Members and the Associate Members shall have such rights, privileges and obligations as the Board from time to time decides.
 13. Affiliated Clubs and such other persons set out in Article 19 may vote in relation to the appointment of UKMC Members in accordance with the Election Regulations. Only UKMC Members may receive notice of, attend and vote at general meetings of the Company.
 14. Any Member may resign at any time by giving at least seven days' notice in hard copy form to the Secretary. The rights and obligations of Members are not transferable.
 15. Resignation from the Company by a Member shall not affect any liability of such Member arising prior to the date of such resignation.
 16. Every incorporated and unincorporated association which is admitted to Membership may exercise such powers as are prescribed by section 323 of the 2006 Act.
 17. It shall be the duty of the Board, if at any time it shall be of the opinion that the interests of the Company so require, by notice in hard copy form sent by prepaid post to an Affiliated Club's or Associate Member's address (as the case may be), to request that Affiliated Club or Associate Member (as the case may be) to withdraw from Membership within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Board present and voting, which majority shall include one half of the total number of the Board for the time being.
 18. If, on the expiry of the time specified in such notice, the Affiliated Club or Associate Member (as the case may be) concerned has not withdrawn from Membership by submitting written notice of its resignation, or if at any time after receipt of the notice requesting it to withdraw from Membership, the Affiliated Club or Associate Member shall so request in hard copy form, the matter shall be submitted to a properly convened and constituted meeting of the Board. The Board and the Affiliated Club or

Associate Member whose expulsion is under consideration shall be given at least 14 clear days' notice of the meeting, and such notice shall specify the matter to be discussed. The Affiliated Club or Associate Member concerned shall at the meeting be entitled to present a statement in its defence either verbally or in hard copy form, and it shall not be required to withdraw from Membership unless half of the Board present and voting shall, after receiving the statement in its defence, vote for its expulsion, or unless the Affiliated Club or Associate Member fails to attend the meeting without sufficient reason being given. If such a vote is carried, or if the Affiliated Club or Associate Member shall fail to attend the meeting without sufficient reason being given, it shall thereupon cease to be an Affiliated Club or Associate Member and its name shall be erased from the register of Members.

UK MEMBERS COUNCIL

19. The UK Members Council shall be composed of the following persons:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the National Associations who shall each appoint a representative under Article 16 to attend general meetings;
 - (d) three persons elected by the Affiliated Clubs in accordance with the Election Regulations;
 - (e) one person representative of road runners elected in accordance with the Election Regulations;
 - (f) one person elected by senior coaches in accordance with the Election Regulations;
 - (g) one person elected by senior officials in accordance with the Election Regulations;
 - (h) up to two persons (ideally current or former international athletes who have represented Great Britain and Northern Ireland) appointed by the persons set out in paragraphs (a) to (g) above in accordance with Article 25;
 - (i) any person from the United Kingdom serving as an IAAF Council Member from time to time; and
 - (j) any person from the United Kingdom serving as a committee member on the IPC Athletics Technical Committee from time to time.

20. The President shall preside as chair at every meeting of the UK Members Council, but if the President shall be absent, or if at any UK Members Council meeting he is not present within 15 minutes after the time appointed for holding the same, the Vice-President shall preside. If the Vice-President is not present or is unwilling to preside, the UKMC Members present shall choose a UKMC Member who is present to preside.

21. At the annual general meeting to be held in 2015 and at the annual general meeting to be held every four years thereafter, the President shall resign but shall be eligible for re-election subject to Article 32. Nominations for the position of President shall be made by the Athletics Appointments Panel in accordance with the Election Regulations. The President shall be elected before the annual general meeting at which a vacancy is due to arise in accordance with these Articles and the Election Regulations. Subject to Article 32, the person elected as the President shall serve on the UK Members Council for a four-year term and shall be eligible for re-election.
22. At the annual general meeting to be held in 2015 and at the annual general meeting to be held every four years thereafter, the Vice-President shall retire but shall be eligible for re-election subject to Article 32. Nominations for the position of Vice-President shall be made by the Athletics Appointments Panel in accordance with the Election Regulations. The Vice-President shall be elected before the annual general meeting at which a vacancy is due to arise in accordance with these Articles and the Election Regulations. Subject to Article 32, the person elected as the Vice-President shall serve on the UK Members Council for a four-year term and shall be eligible for re-election.
23. Any member of the IAAF Council from the United Kingdom from time to time shall be a member of the UK Members Council by virtue of his office. Any member of the IPC Athletics Technical Committee from the United Kingdom from time to time shall be a member of the UK Members Council by virtue of his office.
24. Prior to the annual general meeting:
 - (a) in 2015, elections shall be held in accordance with the Election Regulations to elect one UKMC Member under Article 19(d) and the UKMC Members under Articles 19(e) and 19(g). The result of the elections shall be announced at the annual general meeting in 2015 and the UKMC Members so elected shall hold office until the annual general meeting in 2019 at which meeting those UKMC Members shall retire but shall, subject to Article 32, be eligible for re-election;
 - (b) in 2017, elections shall be held in accordance with the Election Regulations to elect two UKMC Members under Article 19(d) and the UKMC Member under Article 19(f). The result of the elections shall be announced at the annual general meeting in 2017 and the UKMC Members so elected shall hold office until the annual general meeting in 2021 at which meeting those UKMC Members shall retire but shall, subject to Article 32, be eligible for re-election, thereafter the UKMC Members elected under Articles 19(d) to 19(g) inclusive shall hold office for a four year term and shall retire at the annual general meeting four years after their appointment but shall, subject to Article 32, be eligible for re-election. The UKMC Members shall be elected before the annual general meeting at which a vacancy is due to arise and in accordance with the Election Regulations.
25. At the annual general meeting to be held in 2014 and at the annual general meeting to be held every four years thereafter, the individuals appointed as UKMC Members pursuant to Article 19(h) shall retire but shall, subject to Article 32, be eligible for re-

appointment. The UKMC Members set out at Article 19(a) to (g) shall appoint the individuals to hold office pursuant to Article 19(h) for a four year term. Such individuals shall remain on the UK Members Council until the annual general meeting to be held four years after their appointment and, subject to Article 32, shall be eligible for re-appointment.

26. Subject to Article 32, if at any meeting at which the results of an election or appointment of a UKMC Member ought to be announced, the places of retiring UKMC Members are not filled up, the retiring UKMC Members, or such of them as have not had their places filled up, are eligible for re-appointment and are willing to act, shall be deemed to have been re-appointed.
27. In the event of any casual vacancy in the position of President, the Vice-President shall act as President until such time as the President who was replaced was due to retire but shall be eligible for re-election in accordance with these Articles. If the position of Vice-President is vacant at the time of such casual vacancy in the position of President, the remaining UKMC Members shall be entitled to co-opt a person or persons (as the case may be) to act as President and/or a UKMC Member and such person(s) shall hold office until such time as the person who was replaced was due to retire and shall be eligible for re-appointment in accordance with these Articles.
28. In the event of any casual vacancy in the position of Vice-President (including such person acting as President), and/or the UKMC Members appointed under Article 19(d) to (h) inclusive, the remaining UKMC Members shall be entitled to co-opt a person or persons (as the case may be) to act as Vice-President and/or a UKMC Member and such person(s) shall hold office until such time as the person who was replaced was due to retire and shall be eligible for re-appointment in accordance with these Articles.
29. Unless the other UKMC Members shall otherwise decide, no person shall be eligible for election as President or Vice-President or continue to be President or Vice-President if that person holds any office or is a paid full-time employee within any National Association and, unless the other UKMC Members shall otherwise decide, no person shall be appointed as President or Vice-President or as any other UKMC Member if they have any actual or potential financial conflict of interest in Athletics and do not, on their appointment to the UK Members Council, forthwith resign such office or forthwith cease to have such an actual or potential financial conflict of interest (as the case may be).
30. Any person wishing to be proposed for appointment as a UKMC Member must state whether or not they have an actual or potential financial conflict of interest in Athletics. If any UKMC Member subsequently finds that he has, or is found to have, an actual or potential financial conflict of interest after his appointment, that person shall (unless the other UKMC Members decide otherwise) forthwith resign his Membership and his membership of the UK Members Council. If there is any dispute as to whether or not an actual or proposed UKMC Member has an actual or potential financial conflict of interest either on such person's nomination or at any time subsequently, the decision of the current UKMC Members (excluding any person whose actual or potential financial conflict of interest is under consideration) shall be final and binding.

31. The Athletics Appointments Panel shall set criteria and qualifications from time to time which may be used as guidance for appointments to the UK Members Council.
32. Subject to the exceptions set out below in this Article, no person shall be appointed as:
 - (a) President for an aggregate period of more than eight years, save in exceptional circumstances and with the approval of the Board;
 - (b) Vice-President for an aggregate period of more than eight years, unless the Athletics Appointment Panel otherwise decides; or
 - (c) a UKMC Member under Article 19(d) to (h) inclusive for an aggregate period of more than eight years.

UKMC Members appointed under Article 19(d) to (h) inclusive may continue as UKMC Members notwithstanding their having served as a UKMC Member for the maximum period, but only as either Vice-President or President (if so elected), and provided that such person may only serve for a further maximum period of eight years in aggregate. A person who has served for one term in office as Vice-President may serve as President on the expiry of that term but shall retire at the expiry of his first term in office as President and shall not be eligible for re-election save in exceptional circumstances and with the approval of the Board. A person who has served for two terms in office as Vice-President may serve as President on the expiry of the second term but shall retire at the expiry of his first term in office as President and shall not be eligible for re-election. Subject to the foregoing, no person who has held office as either President or Vice-President may serve on the UK Members Council in any capacity at the expiry of his term in office as President or Vice-President (as appropriate) unless the Vice-President is elected as the President in accordance with these Articles. For the avoidance of doubt, UKMC Members holding office under Article 19(c), 19(i) and 19(j) shall not be subject to any specified term of office.

33. A UKMC Member appointed under Article 19(a), (b) and (d) to 19(j) inclusive shall forthwith resign as a UKMC Member if he is requested to resign by all voting UKMC Members acting together. A person representing a National Association pursuant to Article 19(c) shall forthwith resign as that National Association's representative if he is requested to resign by all voting UKMC Members acting together provided that the National Association concerned may appoint a representative under Article 16 in his place.
34. The UK Members Council is responsible for:
 - (a) on the recommendation of the Athletics Appointments Panel, the appointment and removal of the Chair in accordance with Article 70;
 - (b) on the recommendation of the Chair, approving the appointment or removal of the other members of the Board in accordance with Articles 71 and 72;
 - (c) on the recommendation of the Remuneration Committee, approving the remuneration of the members of the Board in accordance with Article 73;

- (d) reviewing any annual budgets and strategy plans prepared by the Board;
- (e) receiving accounts and reports of the activities of the Company from the Board in accordance with Article 100; and

the UK Members Council has such other powers and responsibilities as set out in these Articles.

35. The office of a UKMC Member shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in hard copy form to the UK Members Council he resigns his office;
 - (d) unless the UK Members Council otherwise decides, if he is absent without sufficient reason from three consecutive meetings of the UK Members Council.

ELECTIONS

36. In the event of an election being required under these Articles, the election shall be undertaken in accordance with the Election Regulations.

GENERAL MEETINGS

37. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it. Only UKMC Members may receive notice of, attend and vote at general meetings.
38. The annual general meeting shall be held for the following purposes:
- (a) to receive from the Board a full statement of account, pursuant to Article 100;
 - (b) to receive from the Board a report of the activities of the Company since the previous annual general meeting;
 - (c) to appoint the Company's auditors and fix their remuneration; and
 - (d) to transact such other business as may be brought before it.
39. All general meetings, other than annual general meetings, shall be called general meetings.
40. The Secretary shall, on an order of the Board or at the written request of one UKMC Member, convene a general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chair who shall authorise the holding of a general meeting within 28 days of the receipt of such order or request. At

least four general meetings (including the annual general meeting) shall be held each year for the purpose of receiving from the Chair up-to-date accounts and a report of the activities of the Company since the previous general meeting at which such accounts and activities were discussed.

41. General meetings shall be called by at least 14 clear days' notice and may be called by shorter notice if it is so agreed by a majority in number having the right to attend and vote at a general meeting, being a majority together holding not less than ninety per cent of the voting rights. The notice shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of that business and shall be given to such persons (including the auditors) as are under these Articles or under the 2006 Act entitled to receive such notices from the Company.
42. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.
43. In the event that there is no IAAF Council Member or IPC Athletics Technical Committee member appointed to the UK Members Council under Article 19(i) or 19(j) and if a person is appointed by the Company to hold the position of "IAAF Representative" or "IPC Representative" (as applicable), that person shall be invited to attend general meetings ex officio as an observer. Such person shall have the right to speak at such meetings but shall not have a vote.
44. The Chair and Chief Executive shall be invited to attend all general meetings. The Chair and Chief Executive shall attend all general meetings unless the prior approval of the UK Members Council to their not attending has been obtained. The UK Members Council may at any time require the Chair and / or Chief Executive not to attend all or any part of a general meeting.

PROCEEDINGS AT GENERAL MEETINGS

45. All business transacted at a general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Company's auditors, the appointment of the auditors and the fixing of their remuneration shall be deemed special business.
46. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven UKMC Members present in person shall be a quorum.
47. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the UKMC Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the UKMC Members present shall be a quorum.

48. The President shall preside as chair at every general meeting, but if the President shall be absent, or if at any meeting he is not present within 15 minutes after the time appointed for holding the same, the Vice-President shall preside. If the Vice-President is not present or is unwilling to preside, the UKMC Members present shall choose a UKMC Member who is present to preside.
49. The chair of the meeting may, with the consent of any meeting of the UK Members Council at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the UKMC Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
50. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the UKMC Members present in person or by proxy and entitled to vote and, unless a poll is, before or upon the declaration of the result by the show of hands, demanded by the chair of the meeting or by at least one UKMC Member present in person or by proxy. A declaration by the chair 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, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
51. Subject to the provisions of Article 50, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair 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.
52. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
53. The chair of the meeting may vote on all matters and in the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
54. 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.
55. Any UKMC Member may participate in a sub-committee of the UK Members Council formed pursuant to Article 56 or a general meeting, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to

take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is.

56. The UK Members Council may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
57. Any sub-committee formed pursuant to Article 56 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the UK Members Council. The resolution making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating general meetings so far as applicable and so far as the same shall not be superseded by any regulations made by the UK Members Council. All acts and proceedings of such sub-committees shall be reported in due course to the UK Members Council.
58. All acts bona fide done by any general meeting or of any sub-committee, or by any person acting as a UKMC Member shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such UKMC Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
59. The UK Members Council shall cause proper minutes to be made of all appointments of the UK Members Council and of the proceedings of the UK Members Council and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

VOTES OF UKMC MEMBERS

60. Every UKMC Member shall be entitled to attend general meetings either in person or by proxy. On a show of hands every UKMC Member who (being an individual) is present in person or by proxy or (being an incorporated or an unincorporated association) is present by a duly authorized representative or by proxy, unless the proxy (in either case) is himself a UKMC Member entitled to vote, shall have one vote and on a poll every UKMC Member shall have one vote. On a poll votes may be given either personally or by proxy.
61. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

"[UK Athletics] Limited

I/We, , of

being a member/members of the above-named Company, hereby appoint

of

, or failing him,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the [annual] general meeting of the Company to be held on 20[] and at any adjournment thereof.

Signed on 20[] ."

62. Where it is desired to afford UKMC Members an opportunity of instructing the proxy how he shall act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

"[UK Athletics] Limited

I/We, , of

, being a member/members of the above-named Company, hereby appoint of

, or failing him,

of

, as my/our proxy to vote in my/our name(s) and on my/our behalf at the [annual] general meeting of the Company to be held on 20[], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against.

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20[]."

63. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
- (a) in the case of an instrument in hard copy form be deposited at the Office or at such place within England as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or

adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of an appointment contained in an instrument in electronic form, where an address has been specified for the purpose of receiving proxy appointments in electronic form:
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in a communication in electronic form to appoint a proxy issued by the Company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 48 hours before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 63 and Article 64 "address", in relation to instruments or communications in electronic form, includes any number or address used for the purposes of receiving such instruments or communications by electronic means.

- 64. A vote given or poll demanded by proxy or by the duly authorised representative of an incorporated or unincorporated association shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in electronic form, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 65. If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution passed at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case unless the chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution.

66. No objection shall be raised 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 chair of the meeting whose decision shall be final and conclusive.
67. Subject to the provisions of sections 288-297 of the 2006 Act, the Members may pass written resolutions which shall have effect as if passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members. If written resolutions are described as a special resolution or other types of resolution, they shall have effect accordingly.

REMUNERATION AND EXPENSES

68. The Board may make such payment as it thinks fit and at such time as it decides to the President as a token of the Board's appreciation of the services provided by the President. All UKMC Members shall be entitled to be reimbursed for hotel and travel expenses properly incurred by them in the course of their duties as UKMC Members in accordance with the Company's expenses policy as amended from time to time.

BOARD

69. The number of members of the Board shall be not less than four and unless and until varied by ordinary resolution of the Company in general meeting shall be subject to a maximum of ten.
70. In accordance with Article 34(a), the UK Members Council shall appoint (after consultation with the Athletics Appointments Panel) the Chair on such terms and for such period as the UK Members Council thinks fit. The Chair shall be accountable to the UK Members Council. The Chair shall (after consultation with the Athletics Appointments Panel) appoint the Chief Executive on such terms and for such periods as the Chair thinks fit, provided that any such appointment is approved in advance by the UK Members Council.
71. In accordance with Article 34(b), the Chair shall (after consultation with the Athletics Appointments Panel) appoint the other members of the Board on such terms and for such periods as the Chair thinks fit, provided that:
- (a) any such appointment is approved in advance by the UK Members Council;
 - (b) individuals appointed as non-executive directors shall serve for a four-year term and shall be eligible for re-appointment for one further four-year term. No person shall be appointed as a non-executive director for an aggregate period of more than eight years, save in exceptional circumstances and with the approval of both the UK Members Council and the Board, having regard to any relevant guidelines produced by UK Sport and/or Sport England; and
 - (c) the total number of members of the Board shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

72. In accordance with Article 34(b), the Chair may from time to time remove any member of the Board with the prior approval of a simple majority of the UK Members Council. The Chair shall have power at any time to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, except that the total number of members of the Board shall not at any time exceed the maximum number fixed by or in accordance with these Articles and provided that the Athletics Appointments Panel has been consulted on such selection.
73. In accordance with Article 34(c), the Chair shall ask the Remuneration Committee to recommend and shall obtain the prior approval of the UK Members Council to the proposed remuneration of the members of the Board.
74. In addition and without prejudice to the provisions of section 168 of the 2006 Act, the UKMC Members may by ordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another suitably qualified person in his stead; but any person so appointed shall retain his office so long only as the member of the Board in whose place he is appointed would have held the same if he had not been removed.

DISQUALIFICATION OF THE MEMBERS OF THE BOARD

75. The office of a member of the Board shall be vacated:
- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) if he becomes of unsound mind;
 - (c) if by notice in hard copy form to the Board he resigns his office;
 - (d) if he becomes prohibited from holding office by reason of any court order made under the 2006 Act;
 - (e) if he is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act.
76. Unless the Board resolves otherwise, any member of the Board who shall, without sufficient reason, absent himself from three consecutive meetings of the Board, will be understood to have resigned his position as a member of the Board, and the Chair shall be entitled to appoint another member of the Board in his place pursuant to Article 71.

POWERS OF THE BOARD

77. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company including, without prejudice to the generality of the foregoing, the power to borrow, and as are not by the 2006 Act or by these

Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the 2006 Act for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

78. The Board may act notwithstanding any vacancy in their body.
79. If the Board shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Company, or summoning a general meeting, but not for any other purpose.

PROCEEDINGS OF THE BOARD

80. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least six such meetings shall be held in each year.
81. Questions arising at a meeting shall be decided by a majority of votes. Voting on any issue shall be by show of hands. Each member of the Board shall be entitled to one vote. In the case of an equality of votes, however, the chair of any meeting of the Board shall have a second or casting vote.
82. A member of the Board, and the Secretary at the request of a member of the Board, shall at any time summon a meeting of the Board by notice served upon the members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. On the invitation of the Board, one of the President, the Vice-President or other UKMC Member may attend meetings of the Board and speak at those meetings but shall not have a vote.
83. The Chair shall chair meetings of the Board. If the Chair is unwilling to preside at a meeting of the Board or is not present within five minutes after the time appointed for the meeting, the members of the Board present may appoint one of their number to be chair of the meeting.
84. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally. The quorum for meetings of the Board shall be four or such greater number as the Board may determine. The quorum for meetings of any committee formed pursuant to the provisions of Article 85 shall be three or such greater number as the Board may determine.
85. The Board may delegate any of their powers to any sub-committee consisting of such of their number and such other persons as they think fit.
86. Any sub-committee formed pursuant to Article 85 shall, in the exercise of the powers delegated to it, conform to any regulations imposed on it by the Board. The resolution

making the delegation shall specify the financial limits within which any sub-committee shall function. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of such sub-committees shall be reported in due course to the Board.

87. All acts bona fide done by any meeting of the Board or of any sub-committee, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office.
88. The Board shall cause proper minutes to be made of all appointments of the Board and of the proceedings of all meetings of the Company and of the Board and of sub-committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
89. A written resolution signed by all the members of the Board for the time being or by all the members for the time being of any sub-committee who are entitled to receive notice of a meeting of the Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.

TELEPHONE MEETINGS

90. A member of the Board may participate in a meeting of the Board, or of a committee of the Board, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chair of the meeting is.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE BOARD

91. Subject to the provisions of the 2006 Act, the Board may enter into an agreement or arrangement with any member of the Board for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a member of the Board. Any such appointment, agreement or arrangement may be made upon such terms as the Board determine and they may remunerate any such member of the Board for his services as they think fit. Any appointment of a member of the Board to an executive office shall terminate if he ceases to be a member of the Board but without prejudice to any claim for damages for breach of the contract of service between the member of the Board and the Company.

92. Subject to the provisions of the 2006 Act, and provided that he has disclosed to the Board the nature and extent of any material interest of his, a member of the Board notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
93. For the purposes of these Articles:
- (a) a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Board has an interest in any such transaction of the nature and extent so specified; and
 - (b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

GRATUITIES AND PENSIONS OF MEMBERS OF THE BOARD

94. The Board may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any member of the Board who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.
95. No member of the Board shall take any loan from the Company.

SECRETARY

96. Subject to the provisions of the 2006 Act, the Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.

ACCOUNTS

97. The Board shall cause accounting records of the Company to be kept in accordance with the 2006 Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
98. Accounting records shall be kept at the Office or, subject to the 2006 Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
99. One or more UKMC Members shall, if authorised by a simple majority of the UK Members Council, be permitted to inspect the accounts and books and documents of the Company at all reasonable times.
100. In accordance with Article 38(a), at the annual general meeting in every year the Board shall lay before the UK Members Council a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company 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.

AUDIT

101. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.
102. Auditors shall be appointed and their duties regulated in accordance with the 2006 Act.

NOTICES AND COMMUNICATIONS

103. The Company may validly send or supply any document (including any notice) or information to a Member in hard copy form, electronic form or by making it available on the Website in accordance with and subject to the "company communication provisions" of the 2006 Act, but this Article does not affect any other provision in any relevant legislation or these Articles requiring notices or documents to be supplied or delivered in a particular way.
104. The following provisions shall apply in relation to documents (including notices) and information sent or supplied by the Company to a Member.
 - (a) Where a document or information (whether in hard copy form or electronic form) is delivered by hand, it is deemed to have been received by the intended recipient at the time it is handed to or left for the Members.
 - (b) Where a document or information (whether in hard copy form or electronic form) is sent by post or courier, to an address in the United Kingdom, it is treated as being received by the intended recipient:
 - (i) 48 hours after it was posted, if first class post was used; or

- (ii) 72 hours after it was posted or given to the courier, if first class post was not used;

provided that it was properly addressed and either put into the post system or given to the courier with postage or delivery paid.

- (c) Where a document or information is sent by fax or electronic mail, it is deemed to have been received by the intended recipient at the time it was sent provided that it was sent to the correct fax number or email address.
- (d) Where a document or information is sent by means of the Website, it is deemed to have been received by the intended recipient when the material was first made available on the Website, or if later, when the recipient received (or is deemed to have received) information that it was available on the Website.

Proof that a notice contained in a communication in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

RULES, REGULATIONS, STANDING ORDERS AND BYE-LAWS

- 105. The Board shall have the power to make, vary and revoke such Rules, mechanisms, standing orders and bye-laws for the better administration of the Company as it thinks fit from time to time including (without limitation):
 - (a) Competition Rules;
 - (b) rules for the selection of competitors to represent Great Britain and Northern Ireland in international matches and competitions and the management of any team of competitors so selected;
 - (c) rules to combat doping in Athletics and to ensure compliance with national and international rules relating to doping control;
 - (d) rules for the promotion and organisation of championships and selection trials;
 - (e) mechanisms for co-ordinating the arrangement of and the date of fixtures of Athletics competitions;
 - (f) mechanisms for co-ordinating the commercial activities of the sport of Athletics and any televising or broadcasting of Athletic competitions;
 - (g) terms of reference for the Athletics Appointments Panel; and
 - (h) regulations for the conduct of elections.

AMENDMENTS TO ARTICLES

- 106. These Articles may be amended by the UK Members Council at any time by special resolution passed at a duly convened general meeting of the Company or by way of written resolution in accordance with Article 67.

INDEMNITY

107. Subject to the provisions of, and so far as may be permitted by and consistent with Sections 234–238 of the 2006 Act to the extent relevant, each director and officer of the Company shall be indemnified out of the Company's assets against all liabilities incurred by him to a person other than the Company or an associated company in connection with the execution of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs, but, for the avoidance of doubt such indemnity shall not cover any liability of a director which is mentioned in Section 234(3) of the 2006 Act.
108. To the extent permitted by the 2006 Act (and in accordance with Section 233 of the 2006 Act in the case of directors), the Company may buy and maintain insurance against any liability falling upon its directors and other officers.

DISSOLUTION

109. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution or institutions having objects similar to the Objects of the Company or which otherwise are for the benefit of Athletics in the United Kingdom 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 to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof, such institution or institutions to be determined by the UK Members Council of the Company 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 UK Members Council for some other philanthropic or charitable purpose or purposes.