

Companies Act 2006

COMPANY LIMITED BY GUARANTEE

Articles of Association of

WELSH ATHLETICS LIMITED

Company number: 06179841

Registered office address:

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COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

WELSH ATHLETICS LIMITED

1 DEFINITIONS AND INTERPRETATIONS

In these Articles, unless the context otherwise requires:

- 1.1 **"Act"** means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force.
- 1.2 **"Appointments Panel"** means the body established by the Board in accordance with Article 9.4.
- 1.3 **"Articles"** means the Articles of Association of the Company.
- 1.4 **"Athletics Committees"** means the committees that organise, supervise and co-ordinate specific areas of athletics in Wales.
- 1.5 **"Board"** means the Board of Directors of the Company,
- 1.6 **"Business Day"** means a day (other than a Saturday or Sunday) on which banks are open for business in London.
- 1.7 **"Chief Executive"** means the person appointed from time to time as the Chief Executive of the Company in accordance with Article 20.
- 1.8 **"Club"** means athletics clubs within Wales recognised by the Board from time to time as affiliated to the Company.
- 1.9 **"Committee"** means together the Regional Athletics Councils and the Athletics Committees and such other committees as the Board may create from time to time.
- 1.10 **"Company"** means Welsh Athletics Limited.
- 1.11 **"Company Member"** means a person duly admitted as a Member of the Company from time to time in accordance with these Articles.
- 1.12 **"Company Secretary"** means the secretary of the Company appointed by the Board in accordance with Article 21 from time to time or other person appointed to perform the duties of secretary, including a joint, assistant or deputy secretary.
- 1.13 **"Director"** means a Director of the Company from time to time.
- 1.14 **"General Council"** means the General Council of Welsh Athletics constituted pursuant to Article 15.

- 1.15 **"Honorary President"** means the person appointed as the Honorary President of the Company in accordance with Article 22.
- 1.16 **"Honorary Vice President"** means one of the two persons appointed as the Honorary Vice Presidents of the Company in accordance with Article 22.
- 1.17 **"Memorandum"** means the Memorandum of Association of the Company.
- 1.18 **"Office"** means the registered Office of the Company from time to time.
- 1.19 **"Regional Athletics Councils"** means the Regional Athletics Councils representing north, east, south and west Wales.
- 1.20 **"Representative"** means a duly authorised representative of a Club.
- 1.21 **"Scrutineers"** means up to three individuals who shall act as tellers in the counting of any show of hands or other vote or ballot taken at meetings.
- 1.22 **"United Kingdom"** means Great Britain and Northern Ireland.
- 1.23 **"Welsh Schools Athletic Association"** means the organisation responsible for athletics in Wales at secondary schools and for full time students at sixth form or tertiary colleges.
- 1.24 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.
- 1.25 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification of the Act in force at the date at which these Articles become binding on the Company.
- 1.26 Except where the context otherwise requires, any reference to a person "signing" or "executing" any agreement, deed, instrument or document of any kind shall include signing, sealing, executing or using any other valid means by which that person may bind themselves to such agreement, deed, instrument or document.
- 1.27 The regulations contained in the Schedule to the Companies (Tables A–F) Regulations 1985 do not apply to the Company.

2 OBJECTS

The Company is established for the objects expressed in the Company's Memorandum of Association and reproduced below:

- (a) to act as the governing body for athletics in all its forms in Wales;
- (b) to foster, encourage and develop athletics in Wales;
- (c) to make and enforce rules and regulations and to formulate and issue codes of ethics and conduct for participants in athletics at all levels and to make appropriate regulations to ensure that the carrying into effect of codes of conduct, disciplinary procedures, anti-doping programmes, measures for the proper protection of children and young persons, anti-discriminatory procedures and rules of the Company are properly observed; and to promote the observance of the said codes, procedures, programmes measures and rules by its Company Members and others; and
- (d) to do all other things necessary or desirable for the promotion of the interests of athletics.

3 MEMBERS AND AFFILIATIONS

- 3.1 Company Members shall have such powers as are reserved to them by the Act, the Memorandum, the Articles and any directions which may be given by special resolution or by a written resolution passed under Article 7.10
- 3.2 All other powers of the Company, including the determination of the policies of the Company and the management of the business of the Company, shall, subject to Articles 8, 15 and 17, be exercised by the Board.
- 3.3 The Directors shall be appointed in accordance with Article 10.
- 3.4 Only natural persons may be Company Members and no corporation, body corporate, partnership, trust or other similar body may be a Company Member.
- 3.5 Membership of the Company shall be open to the following:
 - (1) A representative of every affiliated athletics Club
 - (2) Members of the Board of Directors
 - (3) A representative from each of the Regional Athletics Councils
 - (4) The Honorary President
 - (5) The Honorary Vice Presidents
 - (6) Life Members of the Company
 - (7) A representative of the Welsh Schools Athletic Association
 - (8) Other individuals approved by the Board.

- 3.6 Every person who wishes to become a Company Member shall deliver to the Company an application for membership in such form as the Company Secretary may require executed by that person.
- 3.7 The Board shall admit to membership of the Company any person, provided that they are 16 years of age or over, who applies for membership in accordance with Articles 3.5 and 3.6
- (1) In the case of a person appointed as a Director, that person shall be eligible to apply for Company Membership from the day of their appointment.
 - (2) In the case of a person applying to represent a Club, the Board is satisfied that:
 - (i) Such person is a member of said Club
 - (ii) The Club is recognised as affiliated to the Company, including completing all necessary requirements as defined in the club-affiliation process
 - (iii) The Club supports the objects of the Company.
 - (iv) No such person shall be admitted to Company Membership while another representative of the same Club is a Member of the Company.
 - (3) In the case of a person applying to represent a Regional Athletics Council, the Board is satisfied that the person is entitled to represent that Regional Athletics Council.
 - (4) In the case of a person elected at a general meeting to the post of Honorary President or Honorary Vice President, that person shall be eligible to apply for Company Membership from the day of election.
 - (5) In the case of a person elected as a Life Member at a general meeting, that person shall be eligible for membership of the Company from the day of their election.
 - (6) In the case of a person applying to represent the Welsh Schools Athletic Association, the Board is satisfied that the person is entitled to represent that Association.
 - (7) In the case of a person applying under Article 3.5 (8), that person must give the Board an undertaking that they are interested in the development and furtherance of athletics within Wales, that they are prepared to support the objects of the Company and that they will pay the appropriate annual membership fee. In deciding whether or not to grant the person Company Membership, the Board shall have absolute discretion subject to giving reasons for their decision.

- 3.8 Membership of the Company shall not be transferable.
- 3.9 A Company Member may retire by written notice to the Company unless, after such retirement, the number of Company Members would be less than 20. Any notice served which would have the result of reducing the number of Members below 20 shall be of no effect.
- 3.10 A Company Member shall cease to be a Member of the Company
- (1) If they die. Liability ceases at the date of death of the named person.
 - (2) If they become bankrupt. Liability ceases from the date of bankruptcy.
 - (3) If the Club of which they are a representative is dissolved or otherwise ceases to exist.
 - (4) If they cease to be a member of the Club of which they were a representative at the time of their admission to Company Membership.
 - (5) If the Club of which they are a representative no longer fulfils the requirements specified in Articles 3.7 (2) (ii) and 3.7 (2) (iii).
 - (6) If they are removed from Company Membership by resolution of the Company Members in general meeting on the grounds that their continued membership is, or is likely to be, harmful to the Company, but only after notifying the Company Member in writing and allowing that person to make representations at the general meeting called to consider their removal, or to circulate written representations to the Company Members prior to the general meeting.
 - (7) In the case of an Honorary President or an Honorary Vice President, on the day that their term of office ends.
 - (8) In the case of a Director, on the day that they cease to be a member of the Board.
 - (9) If the Club, Regional Athletics Council or the Welsh Schools Athletic Association, of which they are a representative, writes to the Company Secretary giving notice that the Company Member is no longer its representative.
- 3.11 New representatives
- (1) If a person ceases to be a Member of the Company as a result of Article 3.10 (1), 3.10 (2) or 3.10 (9), then the Club or Regional Athletics Council or the Welsh Schools Athletic Association of which they are a representative may, within 28 Business Days of having knowledge of the event, inform the Board of the name of its new representative.

- (2) On receipt of a notification referred to in Article 3.11 (1) and the Board being satisfied that the conditions set out in Article 3.7 are met, the Board shall admit that representative to membership of the Company.

3.12 Clubs

- (1) The Board may recognise any athletics Club within Wales that has a minimum of ten registered members and that has completed the necessary affiliation process.
- (2) Clubs are required to observe the laws and rules of the appropriate United Kingdom governing body for athletics and comply with the requirements of the Company scheme relating to affiliation and the registration of athletes, officials, coaches and volunteers.
- (3) Clubs may enter their registered athletes in any competition licenced or permitted by Welsh Athletics or any other home country associated body.
- (4) Clubs may terminate their affiliation status by giving one month's notice to the Company Secretary.

3.13 The Board is charged with:

- (1) Recording all matters relating to Company Membership accurately in its minutes
- (2) Setting up, monitoring and updating a Register of Clubs
- (3) Setting up, monitoring and updating a Register of Company Members

3.14 Register of Company Members and Register of Clubs

- (1) The Register of Company Members shall be available for inspection at the Office. A request to inspect the Register of Company Members shall be made in writing to the Company Secretary.
- (2) The Register of Clubs shall be available for inspection at the Office and shall be displayed in an appropriate form on the Company's website.

3.15 Company Members' Rights and Entitlements

- (1) All Members of the Company are entitled to receive notice of general meetings and to attend with speaking rights. They are also eligible to stand for election to an elected post or as a nominee of the Company or to serve on any Athletics Committee, Sub Group or Task Group.

- (2) Company Members defined in Article 3.5.(1) are entitled to attend general meetings with voting rights based on the number of Club members registered with the Company on the first day of the month immediately preceding the month in which the general meeting is to be held.
 - (i) A Company Member, or the proxy for a Company Member, who is the representative of a Club with a registered membership of between 10 and 100 (inclusive) has two votes.
 - (ii) A Company Member, or the proxy for a Company Member, who is the representative of a Club with a registered membership of between 101 and 200 (inclusive) has three votes.
 - (iii) A Company Member, or the proxy for a Company Member, who is the representative of a Club with a registered membership of 201 or more has four votes.
- (3) Company Members as defined in Articles 3.5 (2) to 3.5 (7), or the proxy for a Company Member, are entitled to attend general meetings with one vote each.
- (4) Where an individual is eligible to vote in more than one category, they must declare in which category they will cast their vote. Individuals may vote only in one category.

3.16 Registration and Affiliation fees

- (1) Fees shall be determined at the Annual General Meeting.
- (2) Fees shall become due on 1 April each year and cover the period from 1 April to 31 March in the following calendar year.
- (3) If affiliation fees are not paid by 30 June, this will render the Club liable to suspension or expulsion from the Company, at the discretion of the Board.

3.17 Suspension and Expulsion

- (1) Only the Board has authority to suspend or expel a Company Member.
- (2) Any Company Member who is suspended or expelled has a right to appeal.
- (3) An independent panel must be set up to consider an appeal and to make recommendations to the Board.
- (4) A Company Member who is expelled may seek re-instatement one year after the date of the Company Member's expulsion.

3.18 Life Member

- (1) The Annual General Meeting may recognise a person who has made a significant contribution to athletics in Wales by making that person a Life Member of the Company.
- (2) At any one time there shall be not more than fifteen Life Members.

4 ASSOCIATE STATUS

- 4.1 Associate Status membership of the Company shall be open to any association, organisation or charity that is not recognised by the Board as being a Club but that can demonstrate an interest in the development and furtherance of athletics in Wales and is willing to give an undertaking to support the objects of the Company and to pay the appropriate annual fee.
- 4.2 Each such association, organisation or charity shall be entitled to complete an application form requesting that it be granted Associate Status membership.
- 4.3 In deciding whether or not to grant Associate Status membership, the Board will have absolute discretion, subject to giving reasons for its decision.
- 4.4 If accepted, one delegate, who shall be a member of that association, organisation or charity, will be entitled to receive notice of general meetings and to attend general meetings with speaking rights only.

5 GENERAL MEETINGS

- 5.1 Unless exceptional circumstances prevent it, the Company shall hold a general meeting no later than November in each year as its Annual General Meeting.
- 5.2 The Annual General Meeting shall be held at such time and place as the Board shall appoint including the provision for online/virtual attendance.
- 5.3 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5.4 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting including provision for online/virtual attendance at all such meetings.
- 5.5 An Extraordinary General Meeting shall also be convened on such requisition as provided by the Act or, in default, may be convened by such requisitionists as provided by the Act.

5.6 Without prejudice to the previous sentence, any 15 Members of the Company may demand an Extraordinary General Meeting in the same manner as that in which meetings may be convened by the Board.

6 NOTICE OF GENERAL MEETINGS

6.1 The Board shall give 90 days' preliminary notice of the Annual General Meeting and will invite Company Members to submit items for the agenda at least 42 days before the date of the meeting. The Board will give at least 28 days' final notice of the agenda of the Annual General Meeting.

6.2 An Extraordinary General Meeting, called for the passing of a special resolution, shall be called with at least 21 days' notice.

6.3 The notice, which shall specify the place, the time and the day of the meeting, shall be given in writing and shall also be published on the Company website. The time period of the notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting.

6.4 Where a general meeting includes special business, the general nature of that business shall be published in the final notice of the agenda.

6.5 Notice shall be given to such persons as are, under these Articles of the Company, entitled to attend, provided that a meeting of the Company shall be deemed to have been duly called if it is so agreed:

- (1) In the case of the Annual General Meeting, by all the Company Members entitled to attend and vote thereat, and
- (2) In the case of any other meeting, by a majority of the Company Members having a right to attend and vote at the meeting, being a majority together holding not less than 95% of the total voting rights at a meeting of all Company Members

notwithstanding that it is called by a shorter notice than that specified in these Articles.

6.6 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

6.7 Notice of a general meeting that has been served on every Company Member who would have been entitled to attend and vote at such general meeting if it had been held on the date of such notice, need not be given to any person who becomes a Company Member after the date upon which such notice is issued.

7 PROCEEDINGS AT GENERAL MEETINGS

7.1 The ordinary business to be transacted at an Annual General Meeting shall be:

- (1) The appointment of scrutineers by the Chair
- (2) Consideration of the report of the Board
- (3) Consideration of the accounts of the Company and the report of the accountants in respect of the accounting reference period ending in the financial year immediately preceding the Annual General Meeting
- (4) Consideration of the annual report of the General Council
- (5) The appointment of the accountants
- (6) The appointment of one or more patrons
- (7) The appointment of the Honorary President, to serve for a two-year term
- (8) The appointment of two Honorary Vice Presidents, to serve for two-year terms
- (9) The appointment of the Chair of the General Council, to serve for a two-year term
- (10) The appointment of the Secretary of the General Council, to serve for a two-year term
- (11) The appointment of the Secretaries to the Athletics Committees, to serve for two-year terms
- (12) The confirmation of Task Group co-ordinators, annually
- (13) The appointment of delegates to organisations on which the Company is entitled to be represented

In the event that no prior nominations are received for any of the positions in paragraphs (6) to (13) inclusive, with the exceptions of (9) and (12), the Chair shall receive any oral nominations from the Company Members present at the Annual General Meeting, provided that the nominees, either orally or in writing, consent to the nomination.

- (14) Determination of the annual affiliation and athlete registration fees
 - (15) Consideration of the report of the Awards Panel, including its recommendations for Meritorious Award, the Award of Honour and, subject to Article 3.18 (2), Life Membership of the Company
- 7.2 All other business to be transacted at an Annual General Meeting and all business to be transacted at an Extraordinary General Meeting shall be deemed to be special business.

- 7.3 All individuals elected at an Annual General Meeting shall assume their posts from the conclusion of that meeting and shall remain in office until the conclusion of the Annual General Meeting at which their term of office ends.
- 7.4 All retiring post holders are eligible to be nominated for re-election subject to maximum terms of office not being exceeded. All retired post holders who have completed their terms of office are prevented from re-election for a period of two years.
- 7.5 At any general meeting, no business shall be transacted unless a quorum of Company Members is present in person or by proxy at the time when the meeting proceeds to business.
- 7.6 The quorum of a general meeting shall be 15 Company Members entitled to vote upon the business to be transacted, each being a Company Member present in person or a proxy for a Company Member.
- 7.7 The Chair of the Board shall chair general meetings. If the Chair of the Board is not present, the Vice Chair of the Board shall chair the general meeting.
- 7.8 If, within half an hour from the time appointed for a general meeting, a quorum is not present or if, during a general meeting, a quorum ceases to be present, the Chair shall adjourn the meeting for 14 days or to such other day and such other time and place as the Chair may determine.
- 7.9 In addition to Company Members, the following individuals shall be entitled to attend and speak at general meetings but shall not be entitled to vote or receive notice of such meetings:
- (1) Members of Clubs
 - (2) Members of the General Council and of the Athletics Committees
 - (3) Volunteers who are registered with Welsh Athletics Limited as officials or coaches
- 7.10 A resolution put to the vote at a general meeting shall be decided by a simple majority of the Company Members present in person or by proxy, unless otherwise stated in the notice convening the meeting. Voting shall be by a show of hands, unless a secret ballot has been demanded by:
- (1) The Chair of the meeting, or
 - (2) Any Company Member present in person or by proxy and having the right to vote at the meeting
- 7.11 If a secret ballot is demanded and seconded, the Chair shall call for a secret ballot and shall ask the scrutineers to issue, collect and count the ballot papers.

- 7.12 The Chair's declaration of the results, either on a show of hands or on a secret ballot, shall be final except in the case of manifest error.
- 7.13 Company Members, or their proxies, participating in the manner described in this Article shall be deemed to be present in person.
- 7.14 A Company Member, or a Company Member's proxy, may, to the extent permitted by law, participate in a meeting of the Company by means of telephone or audio-visual conference telephone or similar communicating equipment whereby all Company Members, or their proxies, participating can hear or see and hear each other.
- 7.15 Resolutions in general meetings may be made through participation and voting by such means even though none or only some of the Company Members, or their proxies, are physically present with each other.
- 7.16 In the case of an equality of votes on a show of hands, the Chair shall be entitled to a casting vote in addition to any vote to which the Chair is entitled as a Company Member.
- 7.17 On a show of hands, votes may be given either in person or by proxy. A proxy must either be:
- (1) The Chair of the meeting, or
 - (2) A Company Member, or
 - (3) A member of the Club or organisation for which the Company Member is a representative.
- 7.18 An instrument appointing a proxy shall be in writing and be executed by or on behalf of the appointer.
- 7.19 (1) The instrument appointing and, if required by the Board, any authority under which it is executed, or a copy of the authority, certified notarially or in some other way approved by the Board must be delivered to the Office or to such other place or to such other person as may be specified or agreed by the Board, at least seven days before the taking of the vote at the meeting or adjourned meeting at which the person named in the instrument proposes to act.
- (2) An instrument of proxy that is not so delivered shall be invalid.
 - (3) The Board may, at its discretion, treat a faxed or other machine-made copy of an instrument appointing a proxy as such an instrument for the purpose of this Article.
- 7.20 Unless otherwise instructed by the Company Member who appointed the proxy, the proxy may vote as that proxy thinks fit or abstain from voting.

7.21 A vote, given by proxy, shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination is received by the Company at the Office or, if not the Office, at the place at which the instrument of proxy was duly deposited, at least seven days before the commencement of the meeting or adjourned meeting at which the vote is given.

8 POWERS OF THE BOARD

- 8.1 (1) Subject to the provisions of the Act, the Memorandum and the Articles including, without limitation, Articles 9, 12 and 13, and to any directions that may be given by special resolution, the policies of the Company shall be determined, and the business of the Company shall be managed by the Board, who may exercise all the powers of the Company.
- (2) No alteration of the Memorandum or Articles, and no such direction, shall invalidate any prior act of the Board that would have been valid if that alteration had not been made or that direction had not been given.
- (3) The powers given by this Article shall not be limited by any special power given to the Directors by the Articles, and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 8.2 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of the agent's powers.

9 DELEGATION OF THE POWERS OF THE BOARD

- 9.1 The Board may delegate any of its powers to any Committee, Sub Group or Task Group. Any such delegation shall be subject to the overall supervision and responsibility of the Board and subject to the decisions of the Board from time to time.
- 9.2 The Board shall establish the General Council in accordance with Article 15 and empower it with Terms of Reference in accordance with Byelaw 6.1
- 9.3 Athletics Committees shall be constituted in accordance with Article 17, to which the Board shall delegate, with power to sub-delegate, responsibility for the day-to-day operation of each Committee's specified function.

- 9.4 The Board shall establish the Appointments Panel to oversee the recruitment and appointment of the Chair of the Board and the Non-Executive Directors in accordance with Terms of Reference agreed by the Board.
- 9.5 The Board shall also delegate such of their powers as they consider desirable to any Director and/or the Chief Executive.
- 9.6 Any delegation pursuant to this Article may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, and conditions contained within these Articles, the proceedings of a Committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

10 BOARD OF DIRECTORS

- 10.1 The first members of the Board were those named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.
- 10.2 (1) The maximum number of Directors holding office at any one time shall be 12, unless altered by resolution of the Company. The minimum number of Directors holding office at any time shall be five.
- (2) The Board shall consist of the Chair, the Chair of General Council and up to ten Non-Executive Directors.
- (3) Subject to Articles 10.2 (1) and 10.2 (2) the Board may fill a vacancy by appointing a person who is willing to act as a Director in accordance with the relevant appointment process.
- (4) The Chief Executive shall not be a Director but shall be entitled to attend and take part in Board meetings on a non-voting basis, save when the Board are discussing issues relating to the Chief Executive.
- 10.3 (1) The Board shall appoint a Chair on the recommendation of the Appointments Panel based on criteria agreed by the Board required for the role of Chair. The Board shall have the power to remove the Chair and replace that person with a Non-Executive Director until such time as the Board appoint a new Chair in accordance with this Article.
- (2) The Chair's term of office shall be four years ~~three years~~ and a maximum of two terms. [In the event that the Chair has been a Non-Executive Director, their term as a Non-Executive Director shall not affect their entitlement to a full term as the Chair.]

- (3) The Board shall appoint one of the other Directors as a Vice Chair for such period as the Board sees fit.

10.4 (1) The Board shall appoint the Non-Executive Directors on the recommendation of the Appointments Panel based on criteria agreed by the Board for the role of Non-Executive Director. At least two of the Non-Executive Directors shall be appointed on the basis of their skills, expertise, knowledge and/or experience of the sport of athletics.

- (2) The maximum term of office for a Non-Executive Director is four ~~three~~ years and a maximum of two consecutive terms.

11 DISQUALIFICATION, REMOVAL AND RESIGNATION OF DIRECTORS

11.1 The office of a Director is vacated if:

- (1) The Director ceases to be a Director by virtue of any provision of the Act or pursuant to these Articles, or becomes prohibited by law from being a Director.
- (2) The Director becomes bankrupt or makes an arrangement or composition with their creditors generally or applies to the court for an interim order under s.253 of the Insolvency Act 1986 in connection with a voluntary arrangement.
- (3) The Director becomes incapable by reason of illness or injury of managing and administering their property and affairs.
- (4) The Director resigns from office by notice sent to or left at the Office unless after such resignation the number of Directors would be less than two, in which case any such notice shall be of no effect.
- (5) The Director is absent without permission from three consecutive meetings of the Board, at the Board's discretion.
- (6) The Director has been employed as an executive Director and ceases, for whatever reason, to be an employee of the Company unless they are also a Company Member and the other Directors resolve that the person should continue to be a Director.
- (7) The Director completes the maximum period in office permitted by Article 10.3 (2).

12 REMUNERATION OF DIRECTORS

12.1 Directors may be refunded for all reasonable expenses properly incurred by them in connection with their attendance at Board meetings or Board committees or general meetings of the Company

or otherwise in connection with the discharge of their duties, subject to the submission of valid proof that such expenses have been incurred. With the exception of any Director employed as an executive Director, the Directors shall not be entitled to any other remuneration or fee in connection with their office or the performance of their duties as Directors.

13 DIRECTORS' APPOINTMENTS AND INTERESTS

- 13.1 (1) Subject to the provisions of the Act and the Memorandum, the Board may appoint one or more of their number to any executive office under the Company and may enter into an agreement or arrangement with any Director for their employment by the Company or for the provision by that person of any services outside the scope of the ordinary duties of a Director.
- (2) Any such appointment, agreement or arrangement may be made upon such terms as the Board determines and the Board may remunerate any such Director for their services in accordance with the company policies for procurement and employment.
- (3) Any appointment of a Director to an executive office shall terminate if that person ceases to be a Director, but without prejudice to any claim to damages for breach of the contract and service between the Director and the Company.
- 13.2 (1) Any person who is nominated as a Director shall, before acting as a Director, state in writing to the Company Secretary any financial interest in athletics that they have.
- (2) No person having made such a statement of financial interest shall act as a Director, Committee member or member of General Council until notified of acceptance of membership of the Board, Committee or General Council.
- (3) The Board, Committee or General Council member, as the case may be, may attach such conditions of membership for such a person as may seem appropriate or may veto the nomination to the Board, General Council or Committee.
- (4) The above provisions shall apply in like manner to any Director or General Council or Committee member who, subsequent to nomination or appointment as the case may be, acquires any financial interest in athletics.
- (5) Failure of any Director or Committee member to fulfil these provisions shall automatically disqualify such person from the Board, General Council or Committee.

- 13.3 Each Director shall disclose to the Board in writing any interest, whether direct or indirect, in any contract or proposed contract being considered by the Board and shall refrain from discussing or voting upon such business.
- 13.4 No Director shall take any loan from the Company.
- 13.5 No Director shall use any information obtained as a Director for personal gain.
- 13.6 Save as otherwise provided by these Articles, a Director shall not vote at a Board meeting on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty that is material and that conflicts or may conflict with the interest of the Company unless their interest or duty arises only because the matter falls within one or more of the following:
- (1) The resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by, that person for the benefit of the Company.
 - (2) The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company for which the Board member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security.
 - (3) The resolution relates in any way to a retirement benefits scheme that has been approved or is conditional upon approval by HMRC for taxation purposes.
- 13.7 For the purposes of this Article, an interest of a person who is, for any purpose of the Act, excluding any statutory modification thereof, not in force when this Article becomes binding on the Company, connected with a Director, shall be treated as an interest of the Director.
- 13.8 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.
- 13.9 If a question arises at a Board meeting as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair or, if the Chair is not in attendance, to the Vice Chair of the meeting, and their ruling in relation to any Director other than themselves shall be final and conclusive.

13.10 A general notice given to the Board that a Director 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 person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified. An interest of which a Director has no knowledge and of which it is unreasonable to expect that person to have knowledge shall not be treated as an interest of that Director.

14 PROCEEDINGS OF DIRECTORS

14.1 (1) Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

(2) A meeting of the Board shall be held at least five times in each year provided that no more than three months shall elapse between meetings.

14.2 Notice of every meeting of the Board shall be given to each Director.

14.3 Each meeting of the Board shall be chaired by the Chair of the Board or, in the Chair's absence, the Vice Chair.

14.4 Matters arising at a meeting shall be decided by a simple majority of the votes cast by those Directors present and eligible to vote.

14.5 The quorum for any meeting of the Board shall be four of the Directors then holding office.

14.6 The continuing Directors may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of calling a general meeting.

14.7 (1) All or any of the members of the Board or any Committee of Directors may participate in a meeting thereof by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear, or see and hear, each other.

(2) A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

(3) 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 then is.

- 14.8 All acts done by a meeting of the Board, or of 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 calling of the meeting or 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.
- 14.9 A resolution in writing signed or approved by all the Directors entitled to receive notice of a Board meeting, and entitled to vote in respect of such resolution, or by all the persons entitled to receive notice of a meeting of a Committee of the Board and entitled to vote in respect of such resolution, shall be as valid and effectual as if it had been passed at a Board meeting or, as the case may be, a meeting of a Committee of the Board duly convened and held, and may consist of several documents each signed by one or more persons.

15 THE GENERAL COUNCIL

- 15.1 The Board shall establish the General Council and its Terms of Reference in accordance with Byelaw 6.1
- 15.2 The Chair of the General Council shall be appointed at the Annual General Meeting and retire after two years at the Annual General Meeting. On retirement the Chair of General Council may seek re-election for a further term of two years. The Chair of General Council may seek re-election for a maximum of three terms (each for a maximum of two years) in total and after three terms is required to resign and not seek re-election.
- 15.3 The Secretary of the General Council shall be elected at the Annual General Meeting and retire after two years at the Annual General Meeting.
- 15.4 Unless otherwise provided by the Board, there should be a minimum of five General Council meetings per year.
- 15.5 All decisions shall be by simple majority. In the case of an equality of votes, the Chair shall be entitled to a casting vote.

16 REGIONAL ATHLETICS COUNCILS

- 16.1 Wales is divided into geographical regions with boundaries as defined in Byelaw 7.
- 16.2 Membership and the Officers of a Regional Athletics Council and the Council's Terms of Reference are defined in Byelaw 7.

17 ATHLETICS COMMITTEES

- 17.1 The Board shall establish such Athletics Committees as it deems necessary for the purpose of administering specific activities within the sport. The operation of the day-to-day business of each particular discipline shall thereupon be delegated to the relevant Athletics Committee.
- 17.2 Each Athletics Committee shall operate in accordance with its rules as approved by the General Council and the Board.
- 17.3 Athletics Committees report directly to, and are subject to the supervision of, the General Council in matters of policy.
- 17.4 Each Athletics Committee shall include a secretary and such other members as the Board considers necessary to facilitate the efficient management of that Athletics Committee's area of operation. The members will elect a Chair at their first meeting after the Annual General Meeting.
- 17.5 In exceptional circumstances, where an Athletics Committee is unable to act, the General Council may make temporary arrangements to allow the business of the Athletics Committee to be carried on.
- 17.6 The position of Secretary of an Athletics Committee is open to any individual who is a member of a Club or of an organisation with Associate Status membership, or is a registered official or coach. Nominations may be made in writing by a Company Member and shall include written consents of those individuals being nominated. Nominations must be received by the Company Secretary by the end of August, or such other date as the Board may decide.
- 17.7 In the event that no written nomination is received for the position of Secretary of an Athletics Committee, the Chair shall receive any oral nominations from the Company Members present at the Annual General Meeting, provided that the nominees, either orally or in writing, consent to the nomination.

18 WELSH SCHOOLS ATHLETIC ASSOCIATION

- 18.1 The Welsh Schools Athletic Association is responsible for the organisation and delivery of athletics in secondary schools and colleges throughout Wales.
- 18.2 Wales is divided into eight school districts, which are represented at the Executive and at the Annual General Meeting of the Welsh Schools Athletic Association.
- 18.3 Secondary schools and colleges, both local authority financed and independent, are eligible to affiliate to their local school district.

19 CHIEF EXECUTIVE

The Board may appoint a person to be the Chief Executive on such terms and for such period as they think fit and may delegate to the Chief Executive such of their powers as they think desirable to be exercised by the appointed person.

20 COMPANY SECRETARY

The Board shall appoint a person to be the Company Secretary on such terms and for such period as they see fit and on the recommendation of the Appointments Panel.

21 HONORARY PRESIDENT AND HONORARY VICE PRESIDENTS

- 21.1 The Honorary President and Honorary Vice Presidents shall be elected at the Annual General Meeting for a two-year term of office but are eligible for re-nomination and re-election.
- 21.2 In each year when offices are to be vacated, nominations must be made in writing to the Company Secretary by the end of August or such other date as the Board may decide.
- 21.3 In the event that no written nomination is received, at the Annual General Meeting the Chair shall receive any oral nominations from the Company Members present, provided that those nominated consent to the nominations, either orally or in writing.
- 21.4 The roles of the Honorary President and Honorary Vice Presidents shall be to represent the Company on appropriate occasions and on appropriate committees as determined by the Board from time to time.

22 MINUTES

- 22.1 The Board shall ensure that minutes are kept of all proceedings at meetings of the Company, including meetings of the Board, the General Council, the Regional Athletics Councils and Athletics Committees
- 22.2 Minutes of all meetings are to be provided to the Company Secretary, once they have been agreed by the relevant Committee.

23 RULES AND BYELAWS

- 23.1 The Board may from time to time make such rules and byelaws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of affiliation.
- 23.2 The Company in general meetings shall have power to alter or repeal the rules and byelaws and to make additions to them, and the Board shall adopt such means as it deems sufficient to bring to the notice of Company Members of the Company all such rules and byelaws which, so long as they are in force, shall be binding on all Members of the Company, provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles of the Company.

24 NOTICES

Except as provided otherwise in these Articles, notices to be given to or by a person may be in writing or via electronic mail.

25 INDEMNITY

Subject to the provisions of the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other Officer or official appointed by the Company shall be indemnified out of the assets of the Company against:

- (1) Any liability incurred by that person in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted, or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
- (2) All costs, charges, losses, expenses and liabilities incurred in the execution of their duties.

26 ANTI-DOPING RULES

- 26.1 In the area of anti-doping, the Company defers to the jurisdiction of the governing body of athletics in the United Kingdom
- 26.2 The Company shall recognise and take all necessary steps to give full force and effect within its jurisdiction to the anti-doping rules of the governing body of athletics in the United Kingdom and to any sanctions imposed under those rules.

27 AMENDMENTS AND ALTERATIONS TO MEMORANDUM AND ARTICLES

Amendments and alterations to these Articles and to the Memorandum may only be made at a General Meeting and require a two-thirds majority of the Members present in person or by proxy.