

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION

OF

WELSH MASTERS ATHLETICS LIMITED

(Company limited by guarantee)

Incorporated : 15 November 2019

Company number: 12317968

Welsh Masters Athletics Limited
Company number : 12317968

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

WELSH MASTERS ATHLETICS LIMITED

Company registered in Wales No. 12317968

1 The company's name is Welsh Masters Athletics Limited, and in this document shall be called "the Company".

2 In these articles the words in the following table have the meanings set out opposite them:

Address	a postal address or, for the purposes of electronic communication, an e-mail or postal address in each case registered with the Company
Articles	these Articles of Association and the regulations of the Company from time to time in force
Clear days	in relation to a period of notice means a period excluding (a) the day when the notice is given or deemed to be given and (b) the day for which it is given or on which it is to take effect.
Committee	committee, sub-committee or other delegated body by whatever name called.
The Companies Acts	the Companies Acts (as defined in S2 of the Companies Acts 2006) insofar as they apply to the Company.
Connected Person	a Connected Person is considered to be (a) a child, parent, grandchild, grandparent, brother or sister of a member of the Board; (b) the spouse or civil partner of a member of the Board or of any person within group (a); (c) a person carrying on business in partnership with a Member of the Board or within (a) and (b) above; (d) an unincorporated association controlled by a member of the Board or anyone within paragraphs (a), (b) and (c) above; and (e) a body corporate in which a member of the Board or anyone within paragraphs (a), (b) and (c) above has a substantial interest,

or two or more persons falling within the above who, when taken together, have a substantial interest.

The Board	collectively, the members of the Board at any given time.
Deed	a legal document signed, witnessed and delivered to effect a conveyance or transfer of property, or to create a legal contract.
Document	unless specified to the contrary, includes any document sent or supplied in electronic form.
Electronic form	has the meaning given to it in S1168 of the Companies Act 2006.
Ex officio	by virtue of office; to the intent that their membership of the relevant Committee shall be effective for all purposes save a quorum.
In writing	written, printed or photographed, or partly one and another, and in other modes of representing or reproducing words in visible form by electronic transmission.

- 3 Words importing one gender shall include all genders, and the singular the plural and vice versa.
- 4 Unless the context requires otherwise, words or expressions in this document have the same meaning as in the Companies Acts, but excluding any statutory modification not in force when these Articles are adopted.
- 5 The liability of Members is limited.
- 6 Every Member promises, if the Company is dissolved while he is a Member or within twelve months after he ceases to be a Member, to contribute such sum (not exceeding £1.00) as may be demanded of him towards the payment of the debts and liabilities of the Company incurred before he ceases to be a Member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.
- 7 The Company's objects are generally to promote the sport of athletics for Masters athletes (as defined by the British Masters Athletics Federation) based in or affiliated to Wales.
- 8 The Company has power to do anything which is calculated to further its objects or is conducive or incidental to so doing.
- 9 The subscribers to the Memorandum, and such other persons as shall become Members in accordance with the provisions of these Articles, shall be the Members of the Company.
- 10 Membership of the Company shall be open to natural persons, but not corporate or similar entities.

- 11 The name and address of every Member for the time being shall be entered in the Register of Members.
- 12 No Member shall be admitted into membership unless and until (a) they shall have delivered to the Secretary an application in writing in such form as the Board may from time to time prescribe and supported by their UKA athlete's licence and such other relevant evidence as the Board may in its absolute discretion from time to time require, (b) they either shall have paid such annual subscription as is then required OR (c) be appointed as Honorary Members. The Board in its absolute discretion shall determine the election of Members, and give no reason should it decline.
- 13 All Members except Honorary Members shall pay such annual subscription due and payable on such dates and amounts as approved by the Board.
- 14 Any Member not having paid the annual subscription in full within one month of the due date shall immediately cease to be a Member and be removed from the Register of Members.
- 15 The Board may appoint up to five Honorary Members to serve during the course of any one year, and their appointment shall be made/confirmed at the Board meeting immediately preceding the Annual General Meeting.
- 16 Any Member may give written notice to the Company at its registered office tendering resignation of membership of the Company, which notice shall apply upon receipt or such later date as the notice determines.
- 17 The Company must hold an Annual General meeting at such time and place as the Board decides in every calendar year and not more than 15 months may elapse between successive annual general meetings.
- 18 The Board may call a General meeting at such time and place as the Board decides, at any time.
- 19 The Board must call a General meeting once the Company has received requests to do so from at least 10% of the Members. The Board must call the meeting within 21 days of the date on which it becomes subject to the requirement and the meeting must be held at such time and place as the Board appoints, and not more than 28 days after the date of the notice convening the meeting.
- 20 The minimum periods of notice required to hold a general meeting are (1) twenty-one clear days for an Annual General meeting or a General meeting called for the passing of a Special resolution, or (2) fourteen clear days for all other General meetings.
- 21 A notice for a General meeting of any type must specify the date, time and place of the meeting and the general nature of the business to be transacted, together with the terms of any resolution to be proposed. If the meeting is to be an Annual General meeting, the notice must state as much. The notice must also include a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006.

- 22 The notice must be given to all Members, including the Board and auditors (if appointed).
- 23 The proceedings at a General meeting shall not be invalidated because a person who was entitled to notice of the meeting did not receive it because of an accidental omission by the Company or the postal services.
- 24 No business shall be transacted at a General meeting unless a quorum is present. A quorum is six Members present in person or by proxy, and entitled to vote upon the business to be conducted at the meeting.
- 25 If a quorum is not present within 30 minutes from the time appointed for the meeting, or during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board shall determine.
- 26 The Board must reconvene the meeting and must give at least seven days' clear notice of the adjourned meeting stating the date, time and place of the meeting.
- 27 If no quorum is present within 15 minutes of the time appointed for the adjourned meeting, then the Members present in person or by proxy at that time shall constitute a quorum for that meeting.
- 28 General meetings shall be chaired by the person who has been appointed to chair meetings of the Board, which shall normally be the Chairman. If he or she is not present within 15 minutes of the time appointed for the meeting, a member of the Board nominated by the Board shall chair the meeting. If there is only one member of the Board present willing to act, he or she shall chair the meeting. If no member of the Board is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person or by proxy and entitled to vote may choose one of their number to chair the meeting.
- 29 A vote at a General meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by either the person chairing the meeting, or by at least two members present in person or by proxy.
- 30 A poll must be taken within 30 days after it has been demanded as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members), and who may fix a time and place for declaring the results of a poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 31 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote for both a show of hands and a poll.
- 32 A General meeting chairman may, with the consent or by the instruction of the meeting at which a quorum is present, adjourn a meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than that proposed in the original notice of meeting. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as the original meeting. Otherwise

a Member shall not be entitled to any notice of an adjournment or the business to be transacted at an adjourned meeting.

- 33 Proxies may only be appointed by a notice in writing (a proxy notice) which states the full name and address of the Member appointing the proxy, identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed, is signed by the Member appointing the proxy, or is authenticated in such manner as the Board may determine, and is delivered to the Company's registered office at least 48 hours before the meeting to which it relates.
- 34 The proxy may specify how the proxy appointed under them is to vote (or abstain from voting) on one or more resolutions. Unless the proxy notice states otherwise, the person appointed as proxy has full discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and is also appointed in relation to any adjournment of the general meeting to which it relates as the meeting itself.
- 35 A person who is entitled to attend, speak or vote at a general meeting (or adjournment thereof) remains so entitled, even though a valid proxy notice has been delivered to the Company on their behalf.
- 36 A proxy may be revoked by a Member when he or she delivers a written notice to the Company before the meeting or adjourned meeting to which the proxy relates.
- 37 A resolution in writing agreed by a simple majority (or if a special resolution by a majority of not less than 75%) of the Members shall be effective provided that (1) a copy of the resolution shall have been sent to every Member, (2) a simple majority (or in the case of a special resolution not less than 75%) of Members has signified agreement to the resolution, and it is contained in an authenticated document which has been received at the registered office of the Company within the period of 28 days commencing with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 38 Every member shall have one vote. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered, and the decision of the person chairing the meeting shall be final.
- 39 A Director of the Company (member of the Board) must be a natural person aged 16 years or older.
- 40 A Director may not be appointed if he or she would be disqualified from acting under the provisions of the Companies Act 2006.
- 41 Directors shall not receive any remuneration. However, they may receive expenses for any work they undertake as an Official for Company athletic events.

- 42 The office of Director will be vacated should s/he have failed to attend three consecutive meetings of the Board, unless the Board by resolution shall approve such failures to attend at the close of the third meeting.
- 43 There shall be a President and Vice President of the Company who shall be appointed by the Board. Each President shall hold office and be an ex-officio member of Board from the annual general meeting of appointment until the close of the following annual general meeting.
- 44 In the event of a casual vacancy in the office of President, the Vice President shall become President. In the event of a casual vacancy in the office of Vice President, the Board shall appoint another Vice President at a meeting convened for the purpose.
- 45 There shall be a Treasurer of the Company who shall normally be a fully qualified accountant regulated by his or her professional body and who, for preference, shall also be a member of the Company. He shall also be a member of the Board.
- 46 There shall be a Chairman of the Board, which role may be combined with that of President, Vice President or Treasurer should the Board so decide.
- 47 The Board shall consist of a minimum of four members of the Company including the President, Chairman of the Board and Treasurer ex officio. There may be up to twelve members of the Board including the President, Chairman of the Board and Treasurer.
- 48 Any Member wishing to be a Director must put themselves forward at an annual general meeting with the names of two Members supporting their election. To allow for the appropriate administration time, the completed application must be with the Company Secretary at least two calendar months before the date of the annual general meeting.
- 49 Directors shall hold office for periods of three years, after which they can offer themselves for re-election as set out in Article 45.
- 50 After a period of nine years a Director may not seek re-election for a further term of office without taking a break of at least two years.
- 51 The Board shall normally meet at least four times in any one year; the first meeting after the year end shall include the consideration and approval of the prior year's accounts. The last meeting of each year shall include the approval of the budget/plan for the forthcoming year. Otherwise the Board may meet to deal with business, and regulate meetings as it thinks fit. If so decided, the Board may undertake meetings by conference call or several members may join a Board meeting by conference call. A Director so participating shall be deemed to be present in person at the time of the meeting, and shall be entitled to vote or counted in a quorum accordingly.
- 52 A quorum of the Board shall be four persons, including the Chairman of the Board and Treasurer.
- 53 Any Director who believes he or she has a conflict of interests regarding any matter under discussion must declare the interest at the start of the meeting or at any time during the

meeting when the conflict becomes apparent. The Director may provide any information on the conflicted matter as requested by the Chairman, and must withdraw from the meeting if so requested by the chairman. The conflicted Director must be absent during the vote and may not vote on the matter.

- 54 On the request of not less than four Directors the Company Secretary shall, at any time, summon a meeting of the Board by notice served on all Directors
- 55 The Chairman of the Board shall normally chair all meetings of the Board, in whose absence the Board shall elect another of its members for the purpose on that occasion.
- 56 A Board meeting shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Board.
- 57 The Board may delegate any of its powers, duties or functions to Committees of the Board, or the Secretary or Treasurer. The Committees shall consist of at least one member of the Board, and such other persons or members of the Company as the Committee chairman thinks fit.
- 58 The President, Vice President, Chairman of the Board and Treasurer shall be ex officio members of all the Company's Committees, sub-committees and working groups.
- 59 All acts undertaken in good faith by any meeting of the Board or its Committees, or any person as a Director shall, even though it is subsequently discovered that there was some defect in the appointment or continuance in office of any person, or that they be disqualified, be valid as if no such defect or disqualification had occurred.
- 60 A resolution in writing signed by all the members of the Board or any Committee of the Board shall be as valid and effectual as if it had been passed at a meeting physically convened. A resolution in writing may consist of more than one document and may be transmitted by post, delivery, facsimile, e-mail or otherwise in such form as the Board may approve.
- 61 A Company Secretary shall be appointed by the Board for such a period and remuneration as the Board shall think fit, and any Company Secretary may be removed by the Board. The Board may further appoint a deputy or assistant Secretary, and any person so appointed may act in place of the Company Secretary for such purposes as the Board may determine.
- 62 Deeds shall only be executed by the Company with the express or delegated authority of the Board and may be executed with the signatures of two Directors.
- 63 The Board must keep minutes of all appointments of officers, and proceedings at meetings of the Company, the Board, and its Committees, sub-committees and working parties. The minutes shall include the names of those present at each, the decisions made and, where appropriate, the reasons for the decisions. Minutes of meetings shall be sufficient evidence of all business transacted at the meeting when signed by the Chairman of the meeting, or the Chairman of the next following meeting.

- 64 The Board must prepare for each financial year accounts as required by the Companies Acts. The accounts must follow the accounting standards currently in place. The Board must ensure that accounting records are maintained as required by the Companies Acts. Subject to the above, no Member or other person shall have any right of inspection of any account book, system, or document of the Company except as conferred by Statute or otherwise required by law.
- 65 At the annual general meeting in every year the Board shall lay before the Company an income and expenditure account and balance sheet (by whatever names described under the current regulations). These shall be accompanied by statements by the Board and (if appointed) Auditors.
- 66 Unless and until otherwise determined by the Company in general meeting, the financial year of the Company shall begin on 1 January in each year and end on 31 December that year.
- 67 If appointed, the auditors shall audit the Company's accounts for presentation at each annual general meeting in fulfilment of its duties under the Companies Acts. The Auditors shall be elected at each annual general meeting to hold office until the conclusion of the next annual general meeting and their remuneration fixed in accordance with the Companies Acts. None of the following persons shall be eligible for appointment as Auditor – (a) a member of the Board or other official or employee of the Company, or (b) a person who is a Connected Person of (a).
- 68 Subject to these Articles, anything sent or supplied to the Company under the Articles may be sent or supplied in any way which the Companies Act 2006 provides.
- 69 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the Board decision-making process may also be sent or supplied by any means which that Director has requested, insofar as the Company has the technology so to do.
- 70 Pursuant to these Articles any notice to be given to or by any person must be either in writing or in an electronic form.
- 71 The Company may also despatch a written notice to a Member in person, by post, or by hand delivery, and electronically to the Member's electronic address.
- 72 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 73 In accordance with S 1147 of the Companies Act 2006 notice shall be deemed to be given 72 hours after the envelope containing it was posted; in the case of electronic form of communication, 72 hours after it was sent.
- 74 The Company shall indemnify any relevant officer against any liability incurred by him in that capacity to the extent permitted by S 232 – 234 of the Companies Act 2006. In this article

“relevant officer” means any Officer or former Officer. For this purpose, the Board may decide to maintain indemnity insurance at the Company’s expense.

- 75 The Members may at any time resolve that the Company be dissolved. Should any surplus be available after all the Company’s debts and liabilities have been paid (or provision made) and assets realised, it will be returned to the Members on the Register over the prior five years in proportion to the number of complete years of their Membership.

SUBSCRIBERS

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