

ASSOCIATION OF RUNNING CLUBS LIMITED

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these Regulations

“the Act”	Means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
“Articles”	Means the articles of the Company
“The Principal Officers”	Shall mean <ol style="list-style-type: none">1. the Chairman,2. the Deputy Chairman,3. the Secretary,4. the Treasurer,5. the Road Running Secretary6 the Cross Country and Trail Running Secretary

MEMBERS

2. The Association shall have the following classes of members:

- 2.1. Members of the General Committee during their term of office
- 2.2. Clubs and Associations
- 2.3. Associate members

2.4. Honorary members

3. Membership of the Association shall be open to any club or association concerned with the sport of road, cross country, fell running, trail running, walking and athletics admitted to membership by the General Committee.
4. At any general meeting of the Association a club or association member may be represented by any bona fide member of that club or association duly authorised by the committee of that club or association to represent it.
5. Associate membership of the Association shall be open to
 - (a) any individual concerned with the sport of road, cross country, fell running, trail running, walking and athletics and admitted to associate membership by the General Committee
 - (b) any organisation who has affiliated to the Association for the express purpose of promoting/organising athletic events.
6. Honorary membership of the Association shall be open to any person or body nominated by the General Committee and approved by a General meeting of the Association as a tribute to their work for or support of road, cross country, fell running, trail running, walking and athletics.
7. Applications for membership from clubs associations or individuals or organisations shall be made to the General Committee on the form provided for this purpose and accompanied by the first annual subscription. General Committee shall consider such application and (subject to the provisions of these Articles) may accept or reject such application. If an application is rejected the subscription shall be returned without interest.
8. Clubs associations and individuals and organisations who are members of the Association shall pay such annual subscription relative to that class of membership as the Association shall from time to time in General Meeting approve. Such payments is in addition to any sum that may be payable by a member on the winding up of the Association

9. Members may resign at any time on written notice to the General Secretary. Such resignation shall be without prejudice to any liability which the member may have to the Association prior to such resignation.
10. A club association or associate member whose annual subscription is more than six months in arrears may by a resolution of the General Committee passed at any time thereafter whilst the subscription remains in arrears be deemed to have resigned.
11. A club or association member whose annual subscription is not paid to the Association by the date on which that subscription is due shall be suspended from the benefits of membership of the Association. Membership benefits will be reinstated from the date on which the subscription is subsequently paid but they will not be back dated.
12. If at any time it shall appear to the General Committee that the continued membership of the Association by any person, club association or other body is not in the best interest of the Association the General Committee may (after giving such person, club association or other body notice of their intention to do so and providing that person, club association or other body with reasonable opportunity to respond to such matters) by notice in writing to such person, club association or other body terminate their membership of the Association. In the event that a member's membership is terminated under this provision the unexpired portion of their subscription may be returned to them or may be dealt with as the General Committee decides.
13. The General Committee shall adopt and maintain rules of procedure for any such expulsion as is mentioned in article 12 to ensure that any person, club association or other body threatened with expulsion is given a fair hearing in accordance with the rules of natural justice generally accepted in the United Kingdom.

MANAGEMENT

14. Subject as hereinafter provided, the affairs of the Association shall be managed by the General Committee.
15. The General Committee shall consist of
 - 15.1. The Principal Officers

- 15.2. Such other members being not less than 2 nor more than 8 as shall be determined from time to time by general meeting and which until general meeting otherwise decides shall be *
 - 15.3. Two members who can be appointed at the option of the Committee of the Association of GB Athletic Clubs Ltd.
 - 15.4. One member who can be appointed at the option of the Committee of the Road Runners Club
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16. The members of General Committee defined in article 14 from time to time shall be directors of the Association for the purposes of the Act.
 17. The General Secretary from time to time shall be secretary of the Association for the purposes of the Act.
 18. General Committee may co-opt not more than five people to sit on General Committee. Such co-opted members shall not be able to vote on any matter coming before General Committee and shall not be considered directors of the Association for the purposes of the Act. Co-option shall end at the General Meeting although a co-opted member can be co-opted again.
 19. All members of the General Committee shall retire at the Annual General Meeting but shall be eligible for re-election.
 20. Any casual vacancy on the General Committee may be filled by the general Committee at its discretion. A member of the General Committee so appointed shall hold office only until the next following Annual General Meeting.
 21. If not reappointed at an Annual General Meeting, the member of General Committee shall vacate office at the conclusion of the elections.
 22. Any person being nominated to the General Committee who has any financial interest in athletics shall, before acting as a member of General Committee state in writing to the Association all such interest. No person having made such a statement of financial interest shall act as a member of General Committee until notified of acceptance of membership of the General Committee. General Committee may attach such conditions of membership for such a person as may

seem appropriate or may veto the nomination to the General Committee These provisions shall apply in like manner (*mutatis mutandis*) to any member of General Committee who, subsequent to nomination, election or appointment as the case may be, acquires any financial interest in athletics.

23. Each member of General Committee shall disclose to the General Committee in writing any interest (whether direct or indirect) in any contract or proposed contract being considered by the General Committee and shall refrain from discussing or voting upon such business.
24. No member of General Committee shall take any loan from the Company.
25. No member of General Committee shall use any information obtained as a Member of General Committee for personal gain.
26. Subject to the provisions of these Articles, the General Committee may regulate its proceedings as it thinks fit. The Company at the request of any three Members of General Committee shall call a meeting of the General Committee. It shall not be necessary to give notice of a meeting to a Member of General Committee who is absent from the United Kingdom.
27. All acts done by the General Committee by a person acting as a Member of General Committee notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Member of General Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid if every such person had been duly appointed and was qualified and had continued to be a Member of General Committee and had been entitled to vote.
28. A resolution in writing signed by all the Members of General Committee e-mail or fax from each Member of General Committee or any combination of these shall be as valid and effectual as if it had been passed at a meeting of General Committee duly convened and held and may consist of several documents in the like form each signed by or received as an e-mail from one or more Members of General Committee
29. A meeting of General Committee consisting of a telephone call in which all members participating can hear all of the other members and be heard by all

other members participating shall be as valid and effectual as a meeting held where all members participating are present in the same place.

30. Save as otherwise provided by these Articles, a Member of General Committee shall not vote at a meeting of General Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Association unless his interest or duty arises only because the case falls within one or more of the following:-

30.1. the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Association

30.2. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association the Member of General Committee has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

30.3. the resolution relates in any way to a retirement benefits scheme which has been approved or is conditional upon approval by the Board of Inland Revenue for taxation purposes.

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 Member of General Committee be treated as an interest of the Member of General Committee

31. A Member of General Committee is not to be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

32. If a question arises at a meeting of General Committee as to the right of a Member of General Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Member of General Committee other than himself shall be final and conclusive.

33. Questions arising at a meeting of General Committee shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.

34. The office of any Member of General Committee shall be vacated:

34.1. if by notice in writing to the Association the Member of General Committee resigns; or

34.2. if the Member of General Committee becomes bankrupt or insolvent or makes any arrangement or composition with any creditors generally and the General Committee so resolves; or

34.3. if the Member of General Committee becomes of unsound mind or a patient for the purpose of any statute relating to mental health and the General Committee so resolves; or (d)

34.4. if for more than six months a Member of General Committee has been absent, without permission of the General Committee, from meetings of the General Committee during that period and the General Committee so resolves; or

34.5. he ceases to be a director by virtue of any provision in the Act or he becomes prohibited by law from being a director. Or

34.6. if a director fails to be re-elected by the association at the Annual General Meeting under article 18; or

34.7. being a Principal Officer he shall have in the opinion of General Committee neglected or omitted the performance of the duties of such office to the detriment of the Association and after having given him the opportunity of providing an explanation of such neglect or omission General Committee resolves that he should be removed from office .

35. The General Committee shall meet at least three times in each calendar year at such times and places as it shall from time to time decide, provided that no more than five months shall elapse between meetings.

36. The Association shall except in emergency give at least seven days prior written notice of the date, time and venue of each meeting of the General Committee, together with the agenda, to all Members of General Committee in the United Kingdom. In case of an emergency, the Association shall give such notice as is reasonable in the circumstances. In the case of emergency notice may be given orally or by email or fax. The accidental failure to give notice to any such person shall not invalidate the proceedings at the meeting.
37. The quorum for all meetings of the General Committee shall be 5 of whom at least 2 must be principal officers.
38. General Committee may from time to time delegate such of its powers (being less than all of its powers) to such sub-committees as shall seem to it reasonable or helpful in the conduct of the business of the Association. Such sub-committees shall consist of such members as General Committee shall from time to time approve.
39. A copy of the minutes from each meeting of the General Committee together with a copy of the minutes from each meeting of committees of the General Committee shall, once agreed as a true record, be available for inspection by any member of the Association.
40. The General Committee may by ordinary resolution appoint a person who is willing to act as a member of General Committee to fill a vacancy on the General Committee that may occur between Annual general Meetings. Subject to Article 33, the person so appointed shall hold office until the end of the next Annual General Meeting but shall be eligible for election to General Committee.
41. No member of General Committee shall be permitted to appoint an alternate.

DIRECTIONS TO THE GENERAL COMMITTEE

42. Subject as hereinafter provided the members of the Association in general meeting may from time to time give such directions to the General Committee about the conduct of the affairs of the Association as they think fit. Such directions shall be given as provided in articles 43-45. General Committee shall in good faith carry out such directions as shall from time to time be given to it but shall not be liable to the members of the Association if in good faith they are for reasons beyond their reasonable control, not able to comply with such directions.

43. A direction as mentioned in article 42 shall be in the form of a resolution included in the notice convening a general meeting or the agenda delivered with it and marked as a "Direction to General Committee" and which is approved by not less than 60% of those members present and voting at the general meeting at which such direction is considered.
44. A Direction shall remain in effect for such period (being less than the period to the start of the next Annual General Meeting) as shall be mentioned in it or if none is mentioned until the start of the next annual general meeting of the Association. A Direction may be renewed.
45. No resolution for a Direction can be put to a general meeting which would or may require General Committee to act outside the powers given to them by the Memorandum, these Articles or the Act or which would require General Committee to do anything that was unlawful.
46. The chairman of a general meeting may decline to put a resolution for a Direction to the meeting if he considers in his absolute discretion that it is ambiguous uncertain or incapable of performance by General Committee.

GENERAL MEETINGS

Annual General Meeting

47. The Association shall give at least 21 days prior written notice of the date and venue of the Annual General Meeting, together with the agenda, to all members.
48. The Annual General Meeting shall:-
- 48.1. receive and adopt the reports of the Principal Officers;
 - 48.2. receive and adopt the Accounts
 - 48.3. elect
 - 48.3.1. the Principal Officers
 - 48.3.2. Members of General Committee except for those Members of General Committee who may be appointed by the Committee of the Association of GB Athletic Clubs Ltd under paragraph 15.3 and the Committee of the Road Runners Club under paragraph 15.4

- 48.4. consider and decide upon all proposed amendments to Articles;
- 48.5. decide the annual membership fees;
- 48.6. consider any other business that appears on the agenda.

49. Notice of the Annual General Meeting shall be accompanied by:

- 49.1. a copy of the annual reports,
- 49.2. a copy of the Accounts
- 49.3. a list of all nominations for election
- 49.4. any proposed changes to membership fees;
- 49.5. any proposed amendments to Articles
- 49.6. any Resolutions under Articles 42 - 46
- 49.7. details of any other business
- 49.8. a form of proxy

Extraordinary General Meeting

50. The General Committee may at any time call an Extraordinary General Meeting and the Association shall call an Extraordinary General Meeting on the written request of at least twelve members entitled to vote at the meeting so called. Such a request shall include details of the matters to be discussed at such Extraordinary General Meeting.

51. Where the Extraordinary General Meeting is requisitioned by members, the Association shall convene that meeting within six weeks of receiving the requisition.

52. The Association shall give at least 21 days prior written notice of the date and venue of the Extraordinary General Meeting, together with the agenda, to all members.

53. Only the business set out on the notice convening an Extraordinary General Meeting shall be discussed at that meeting.

Urgent Business at General Meetings

54. If, after notice of a general meeting has been sent out, urgent business which could not have been included on the notice convening the meeting arises, and not less than three of the Principal Officers certify in writing that such business is urgent and requires to be dealt with at the general meeting that has been called, notice of such extra urgent business shall be given to all members by whatever means is appropriate including fax, email and telephone.
55. At an appropriate point in the general meeting, the General Secretary shall explain to the meeting the nature of the business and the steps taken to notify members. The meeting shall then determine whether such business should be taken by a simple majority without debate. If the meeting resolves to take such business it shall for all purposes be treated as though it had appeared on the notice convening the meeting. If the meeting resolves not to take such business it shall not be brought forward. If the meeting resolves not to take the business, that shall not prevent the business being taken at a subsequent general meeting duly convened where it shall figure on the notice convening the meeting

Amendments & General Discussion of Matters

56. If the notice convening a general meeting makes it clear that the meeting is to consider a matter (or series of matters) and in the light of such consideration to resolve upon the policy of the Association in relation thereto, then (unless the resolution is a Special Resolution as defined by the Act in which case the requirements of the Act shall apply) the meeting may proceed to resolve any decision that is fairly within the scope of the notice.
57. Where the notice of the meeting contains a formal resolution then except for:
- 57.1. an amendment to correct a clerical error or similar slip; or
 - 57.2. any amendment appears in the body of the notice calling the meeting
- no amendment shall be allowed.

General Provisions about General Meetings

58. The accidental failure to give notice to any Member entitled to receive such notice shall not invalidate the proceedings at the General Meeting

59. A member who is present at a general meeting either in person (including clubs represented in accordance with Article 4) or by proxy shall be deemed to have received notice of the meeting and where requisite any material to be delivered with such notice.
60. Proof that an envelope containing a notice properly addressed stamped at the appropriate rate and posted or proof that notices served by other means were so served in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that such notice was given.
61. At all General Meetings of the Association the Chairman shall act as chair. In the absence of the Chairman, any other member of General Committee appointed by the meeting shall act as chairman. If no member of General Committee shall be present and willing to act as chairman, the meeting may elect a chairman from amongst those present and eligible to vote.
62. No Club shall vote at any General Meeting either in person or by proxy, unless all membership fees presently payable by the Club have been paid.
63. Votes may be given either personally or by proxy. Proxies may be sent by post or fax addressed to the Association or delivered to the Association but must be received no later than 12 noon on the day before the meeting.
64. In the event that a Club is represented at a General Meeting in accordance with the provisions of Article 4, any previous appointment of a proxy shall fall.
65. A vote given or poll demanded by a proxy shall be valid notwithstanding the previous cancellation of the appointment of the proxy if no notice of cancellation is received by the Association before the commencement of the meeting or adjourned meeting as the case may be
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 chairman of the meeting whose decision shall be final and conclusive.
67. The quorum for a General Meeting shall be 10 members. If within thirty minutes of the time appointed for the start of the meeting no quorum is present the chair

shall adjourn the meeting for 14 days to a suitable place at which time the quorum shall be two and the Association shall forthwith notify all members entitled to attend and vote of the date of the adjourned meeting.

68. All issues put to the vote at a general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded

68.1. by the chairman of the meeting; or

68.2. by at least two members present in person or by proxy and having the right to vote on the motion.

69. On a poll, the votes may be given either personally or, by proxy, and a proxy entitled to more than one vote need not use all the votes or cast all the votes in the same way. No objection shall be taken by any member (other than the member appointing the proxy) to the way that a proxy casts the vote given to him.

70. On a show of hands each member present (including clubs represented in accordance with Article 4) and entitled to vote shall have one vote. A proxy shall not be entitled to vote on a show of hands.

71. On a poll each member present whether in person (including clubs represented in accordance with Article 4) or by proxy shall have the following votes:

71.1. Members of General Committee 1 vote each

71.2. Clubs and Associations

71.2.1. less than 100 members 1 vote each

71.2.2. 100 or more members but less than 200 2 votes each

71.2.3. 200 or more members but less than 300 3 votes each

71.2.4. 300 or more members but less than 400 4 votes each

71.2.5. 400 or more members 5 votes each

70.3 Associate members and honorary members shall not have a vote

72. In the event of an equality of votes (whether on a show of hands or on a poll) the chairman of the meeting shall have a second or casting vote.
73. The chairman's declaration of the result, either on a show of hands or on a poll given in good faith shall be final, except in the case of manifest error.
74. All members of the Association shall be entitled to attend and speak at general meetings.
75. In addition to members the Association's accountants, legal advisers and medical advisers (if any) shall be entitled to attend and speak at general meetings and shall receive notice of them.
76. General Committee may enact standing orders to regulate the procedure at General Meetings but such standing orders shall not abrogate or restrict the rights given by these Articles or the Act.

FINANCE

77. A balance sheet and income and expenditure accounts as will be required to give a true and fair view of the Association's financial affairs and its assets and liabilities shall be prepared in respect of each financial year
78. Except in exceptional circumstances the Accounts shall be laid before the Annual General Meeting in respect of each financial year.
79. If required the auditor of the Company shall be appointed at the Annual General Meeting. The auditor shall retire annually, but shall continue to hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-appointment.
80. Any club shall have the right on reasonable prior notice to inspect the accounts and records of the Association at the place where such books and records are normally kept or such other place as General Committee shall decide.
81. All annual Club and Associate membership fees for the following year shall be set at the Annual General Meeting. Any Club or Associate failing to make payment within three months of the start of the Association's financial year shall not be entitled to any of the rights and privileges of membership of the association. For new members, payment of fees will be based on the appropriate number of

quarters or parts thereof left in the year to the end of the financial year. In the event that no fees are so set at an annual general meeting, the fees last set by the Association in general meeting shall continue to be the fees.

INDEMNITY TO OFFICERS

82. Subject to the provisions of the Act, but without prejudice to any indemnity to which a member of the General Committee may otherwise be entitled, every member of the General Committee or other officer or official appointed by the Association shall be indemnified out of the assets of the association against

82.1. any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and

82.2. all costs, charges, losses, expenses and liabilities incurred in the execution of his duties

GENERAL

83. These Articles shall include the provisions of Table A in the Companies (Tables A to F) Regulations 1985 except in so far as they relate to a company limited by shares or are inconsistent with the provisions of these Articles.