

The Companies Acts 2006

Private Company Limited by Guarantee Articles of Association

of

Bedford and County Athletic Club Limited

PART 1

PURPOSE, INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

“**Articles**” means these articles of association, as may be amended from time to time;

“**Bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**Chair**” means the person elected from time to time in accordance with these Articles as the chairman of the Club;

“**Chair of the meeting**” has the meaning given in Article 38;

“**Clear Days**” means a period of days exclusive of the day on which the notice is served and of the day for which it is given;

“**Club**” means the above named company

“**Club Officer**” means any director of the Club as given by the meaning set out in section 250 of the Companies Act 2006, and includes any person occupying the position of director, by whatever name called **and other members elected or co-opted to serve on the Executive Committee;**

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Club;

“**Document**” includes, unless otherwise specified, any Document sent or supplied in Electronic Form;

“**Electronic Form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Executive Committee**” means the Club Officers elected from time to time in accordance with Article 20, the Members of **which will include the directors of the Club for the purposes of the Companies Acts and elected or co-opted members;**

“**General Meeting**” means an annual general meeting or extraordinary general meeting of the Club;

“**Governing Bodies**” means England Athletics and/or any other governing body responsible for overseeing the governance of athletics events in the United Kingdom from time to time;

“**Honorary Secretary**” means the secretary of the Club appointed from time to time in accordance with these Articles

“**Honorary Treasurer**” means the treasurer of the Club appointed from time to time in accordance with these Articles

“Life Member” means a member who is appointed as a life member pursuant to Article 36.2.

“Member” means any persons admitted to the membership of the Club in accordance with Article 31 and any Rules from time to time in force.

“Non-Voting Member” means all members of the Club as set out by the Rules other than the Voting Members and who shall not be members for the purposes of the Companies Acts;

“Objects” means the objects of the Club outline in Article 2.1

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Participate”, in relation to an Executive Committee meeting, has the meaning given in Article 12;

“Portfolio Holders” means Members of the Club appointed by the Executive Committee to form a sub-committee or part of a sub-committee to hold the responsibility for:

- a) Governance and Standards;
- b) Strategy and Club development;
- c) Coaching;
- d) Team management and athletics;
- e) Event management;
- f) Membership
- g) Finance;
- h) Awards;
- i) Club services;
- j) Marketing and Communication
- k) Welfare
- l) Health and Safety.

“Powers” has the meaning given in Article 3;

“President” means the person elected from time to time in accordance with these Articles as the president of the Club;

“Proxy Notice” has the meaning given in Article 49;

“Rules” means the by-laws, rules and regulations and policies of the Club made by the Executive Committee or by the Club in general meeting, as amended from time to time;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Vice Chair” means the person elected from time to time in accordance with these Articles as the vice-chairman of the Club;

“Voting Members” the members of the Club as set out in the Rules who, under these Articles are entitled to receive notice of, attend and vote at General Meetings and who are members of the Club for the purposes of the Companies Acts; and

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Club.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model Articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles.

1.5 Where there is any conflict between any of these Articles and any other Rule or Rules the Articles will take priority. Interpretation of all the Articles must be consistent with the statutory requirements for CASC (which means Community Amateur Sports Clubs as first provided for by the Finance Act 2002.)

2. OBJECTS

2.1 Objects" The objects for which the Club is established are:

- a) to acquire and undertake all properties and liabilities and to carry out the powers, obligations, duties and general objects of the present unincorporated association known as Bedford & County Athletic Club and to indemnify Bedford & County Athletic Club, its officers, Members, and Members of any of its sub-committees against all costs, claims, demands, actions and proceedings relating to the assets and undertaking of Bedford & County Athletic Club and in respect of all liabilities, obligations and commitments (whether legally binding or not) of Bedford & County Athletic Club and also in respect of the costs and expenses and outgoings from or attributable to the transfer of assets and undertaking;
- b) provide facilities for and to promote, encourage and facilitate participation in the amateur sport of athletics in Bedford and surrounding areas and amongst the community;
- c) to provide and maintain access to Club premises at Bedford International Athletic Stadium or such other similar property, and athletic equipment for the use of its Members (without discrimination);
- d) to provide other ordinary benefits of an amateur sports club as set out in Part 13 Chapter 9 Corporation Tax Act 2010 including without limitation:
 - i) offering coaching and competitive opportunities in athletics
 - ii) developing the full potential of athletes who are Members of the Club
 - iii) recruiting and developing coaches and other officials
 - iv) encouraging and expecting Members to act and compete in a spirit of sportsmanship at all times providing all its services in a way that is fair to everyone

- v) ensuring a duty of care to all Members of the Club
 - vi) ensuring that all present and future Members receive fair and equal treatment
- e) to obtain funding for the activities of the Club by collecting membership fees, entrance and participation fees and by obtaining sponsorship and other available funding;
 - f) to promote amateur athletics within the Club;
 - g) to affiliate to the Governing Bodies;
 - h) to comply with and uphold the rules and regulations of the Governing Bodies as amended from time to time and the rules and regulations of any body to which the Governing Bodies are affiliated;
 - i) to acquire, establish, own, operate and turn to account in any way for the Members' benefit the athletics facilities of the Club together with buildings and easements, fixtures and fittings and accessories as shall be thought advisable;
 - j) to make rules, regulations, bye-laws, policies and standing orders concerning the operation of the Club including without limitation regulations concerning disciplinary procedures it may be taken against the Members;
 - k) to discipline the Members where permitted by its Rules and to refer its Members to be disciplined by the Governing Bodies (as appropriate) where so required by the rules and regulations of the Governing Bodies (as the case may be); and
 - l) to do all such other things as shall be thought fit to further the interests of the Club or to be incidental or conducive to the attainment of all or any of the Objects stated in this Article 2.

3. POWERS

3.1 The Club shall have the powers to do all such lawful things as are consistent incidental or conducive to the furtherance of the Club's Objects and in particular may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, away-match expenses, post match refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Finance Act 2002.

3.2 The Club may also in connection with the Objects of the Club:

- a) sell and supply food, drink and related sports clothing and equipment;
- b) employ Members (though not for playing) and remunerate them for providing goods and services, on fair terms set by the Executive Committee without the person concerned being present;
- c) pay for reasonable hospitality for visiting teams and guests;
- d) indemnify the Club Officers and Members acting properly in the course of the running of the Club against any liability incurred in the proper running of the Club (but only to the extent of its assets).

3.3 The property and funds of the Club shall not be used for the direct or indirect private benefit of Club Officers or Members other than for payments as reasonably allowed set out in Article 3.4

3.4 Nothing in Article 3.3 shall prevent the payment in good faith by the Club:

- a) of remuneration to any Club Officer in accordance with Article 22;
- b) to any Club Officer or sub-committee member of reasonable and proper out-of-pocket expenses;
- c) of interest on money lent by a Member or Club Officer at a commercial rate of interest;
- d) of reasonable and proper rent for premises demised or let by any Member or by any Club Officer; or of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the Club Officers (or any of them) in relation to the Club.

3.5 All surplus income, profits and property of the Club shall be reinvested solely to promoting the Objects. No surpluses or assets will be distributed to members or third parties.

3.6 The Executive Committee will have due regard to the current laws on equality and discrimination, child protection and safeguarding.

4. LIABILITY OF MEMBERS

4.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Club in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for any of the items set out in Article 4.2 .

4.2 The items for which the Members undertake to contribute are:

- a) payment of the Club's debts and liabilities contracted before he ceases to be a Member,
- b) payment of the costs, charges and expenses of winding up, and
- c) adjustment of the rights of the contributories among themselves.

PART 2 CLUB OFFICERS

CLUB OFFICERS' POWERS AND RESPONSIBILITIES

5. CLUB OFFICERS' GENERAL AUTHORITY

- 5.1 Club Officers shall form an Executive Committee which, subject to these Articles, is responsible for the management of the Club's business in achieving the Club's Objects, for which purpose it may exercise all the Powers of the Club.
- 5.2 Subject to these Articles, the Executive Committee may appoint advisers to the Executive Committee as necessary to achieve the Club's Objects.
- 5.3 Subject to these Articles the Executive Committee may appoint Portfolio Holders and/or any person or organisation to assist the Executive Committee as necessary to achieve the Club's Objects.
- 5.4 Notwithstanding Articles 5.2 and 5.3 the Executive Committee shall make any final decisions regarding the management of the Club's business in achieving the Club's Objects.

6. MEMBERS' RESERVE POWER

- 6.1 The Members may, by Special Resolution, direct the Executive Committee to take, or refrain from taking, specified action.
- 6.2 No such Special Resolution invalidates anything which the Executive Committee has done before the passing of the resolution.

7. EXECUTIVE COMMITTEE MAY DELEGATE

- 7.1 Subject to these Articles, the Executive Committee may delegate any of the powers which are conferred on it under these Articles:
- a) to such person or sub-committee;
 - b) by such means (including by power of attorney);
 - c) to such an extent;
 - d) in relation to such matters or territories; and
 - e) on such terms and conditions;

as it thinks fit.

- 7.2 The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.

8. SUB-COMMITTEES

- 8.1 Sub-Committees to which the Executive Committee delegates any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Executive Committee.
- 8.2 The Executive Committee may make Rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

8.3 The quorum for meetings of any Sub-Committee formed pursuant to the provisions of these Articles shall be three. At least 1 Club Officer is required to be in attendance as part of the quorum.

DECISION-MAKING BY EXECUTIVE COMMITTEE

9. EXECUTIVE COMMITTEE TO TAKE DECISIONS COLLECTIVELY

9.1 The general rule about decision-making by the Executive Committee is that any decision of the Executive Committee must be either a majority decision of the Club Officers at a meeting or a decision taken in accordance with Article 10.

10. UNANIMOUS DECISIONS

10.1 The general rule about decision-making by the Executive Committee is that any decision of the Executive Committee must be either a majority decision of the Club Officers at a meeting or a decision taken in accordance with Article 10.

10.2 A decision of the Executive Committee is taken in accordance with this Article 10 when all eligible Club Officers indicate to each other by any means that they share a common view on a matter.

10.3 Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Club Officer or to which each eligible Club Officer has otherwise indicated agreement in Writing.

10.4 References in this Article 10 to eligible Club Officers are to Club Officers who would have been entitled to vote on the matter had it been proposed as a resolution at an Executive Committee meeting.

10.5 A decision may not be taken in accordance with this Article 10 if the eligible Club Officers would not have formed a quorum at such a meeting.

11. CALLING AN EXECUTIVE COMMITTEE MEETING

11.1 The Executive Committee may meet together for the consideration and adoption of new codes of conduct and Rules that affect the organisation of the Club, dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that such meetings shall be held no less than six times each year.

11.2 The Honorary Secretary shall have responsibility for arranging the meetings set out in Article 11.1.

11.3 Any decisions made by the Executive Committee under Article 11.1 which affects the Club's Articles shall be referred to the Members for ratification at the next general meeting.

11.4 Any Club Officer may call an Executive Committee meeting by giving notice of the meeting to the Club Officers or by authorising the Honorary Secretary to give such notice.

11.5 Notice of any Executive Committee meeting must indicate:

- a) its proposed date and time;
- b) where it is to take place; and
- c) if it is anticipated that Club Officers participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.6 Notice of an Executive Committee meeting must be given to each Club Officer, but need not be in Writing.

12. PARTICIPATION IN EXECUTIVE COMMITTEE MEETINGS

12.1 Subject to these Articles, Club Officers participate in an Executive Committee meeting, or part of an Executive Committee meeting, when:

- a) the meeting has been called and takes place in accordance with these Articles, and
- b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether Club Officers are participating in an Executive Committee meeting, it is irrelevant where any Club Officer is or how they communicate with each other.

12.3 If all the Club Officers participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

12.4 Portfolio Holders and/or any other individual or organisation forming a sub-committee or part of a sub-committee may be required to attend Executive Committee meetings on the written request of the Executive Committee.

12.5 Only Club Officers shall be entitled to vote at Executive Committee meetings.

13. QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

13.1 At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Executive Committee, but it must never be less than three Club Officers, and unless otherwise fixed is three Club Officers.

13.3 Subject to Article 13.2 the Executive Committee may act notwithstanding any vacancy in their body.

13.4 If the total number of Club Officers for the time being is less than the quorum required, the Executive Committee must not take any decision other than a decision:

- a) to fill a casual vacancy arising among the directors in accordance with Article 30;
- b) to appoint further Club Officers;
- c) to call a general meeting so as to enable the Members to appoint further Club Officers; or
- d) to call a general meeting so as to enable the members to fill a casual vacancy arising among the Club Officers.

14. CHAIRING OF EXECUTIVE COMMITTEE MEETINGS

- 14.1 The Chair shall be chair of the Executive Committee.
- 14.2 The Chair shall preside as chair at all meetings of the Executive Committee at which he shall be present.
- 14.3 The Executive Committee may terminate the Chair's appointment at any time.
- 14.4 If the Chair is not participating in an Executive Committee meeting within ten minutes of the time at which it was to start, the Vice-Chair shall chair the meeting.
- 14.5 If neither the Chair nor Vice-Chair is participating in an Executive Committee meeting within ten minutes of the time at which it was to start, participating Club Officers must appoint one of themselves to chair it.

15. CASTING VOTE

- 15.1 If the numbers of votes for and against a proposal are equal, the Chair, Vice- Chair or other Club Officer chairing the meeting has a casting vote.
- 15.2 Article 15.1 does not apply if, in accordance with these Articles, the Chair, Vice- Chair or other Club Officer is not to be counted as participating in the decision- making process for quorum or voting purposes.

16. CONFLICTS OF INTEREST

- 16.1 If a proposed decision of the Executive Committee is concerned with an actual or proposed transaction or arrangement with the Club in which a Club Officer is interested, that Club Officer is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.2 But if Article 16.3 applies, a Club Officer who is interested in an actual or proposed transaction or arrangement with the Club is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3 This Article applies when:
- a) the Club by Ordinary Resolution disapplies the provision of these Articles which would otherwise prevent a Club Officer from being counted as participating in the decision-making process;
 - b) the Club Officer's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - c) the Club Officer's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this Article 16, the following are permitted causes:
- a) a guarantee given, or to be given, by or to a Club Officer in respect of an obligation incurred by or on behalf of the Club or any of its subsidiaries;
 - b) payment of a membership fee, or an agreement to subscribe, for securities of the Club or any of its subsidiaries, or to underwrite, sub- underwrite, or guarantee membership fee for any such securities; and

- c) arrangements pursuant to which benefits are made available to employees and Club Officers or former employees and Club Officers of the Club or any of its subsidiaries which do not provide special benefits for Club Officers or former Club Officers.

16.5 For the decision-making processes include any Club Officers' meeting or part of an Executive Committee meeting.

16.6 Subject to Article 16.7, if a question arises at an Executive Committee meeting or of a sub-committee meeting as to the right of a Club Officer to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Club Officer other than himself is to be final and conclusive.

16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Club Officers at that meeting, for which purpose the Chair is purposes of this Article 16, references to proposed decisions and not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17. RECORDS OF DECISIONS TO BE KEPT

17.1 The Executive Committee must ensure that the Club keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Executive Committee.

17.2 Any such records, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

17.3 Any such records shall be circulated to all Club Officers of the Executive Committee.

18. EXECUTIVE COMMITTEE'S DISCRETION TO MAKE FURTHER RULES

18.1 Provided that nothing in the Rules shall prejudice the Club's status as a CASC under Schedule 18 Finance Act 2002 and provided that the said Rules shall be consistent with these Articles and the Companies Acts, the Executive Committee shall have the power to make, vary and revoke any Rule which they think fit to promote the smooth running of the Club, how they take decisions and about how such Rules are to be recorded or communicated to Club Officers and Members.

APPOINTMENT OF CLUB OFFICERS

19. METHODS OF APPOINTING CLUB OFFICERS

19.1 The number of Club Officers shall be not less than three and unless otherwise agreed at a General Meeting of the Members shall not be subject to a maximum.

19.2 The Members of the Executive Committee shall be:

- a) The President;
- b) the Chair
- c) the Vice-Chair;
- d) the Honorary Secretary;
- e) the Honorary Treasurer and
- f) such other persons (if any) as the Executive Committee may from time

to time in its sole discretion co-opt to the Executive Committee until the next Annual General Meeting, or such other persons appointed by the Members at the Annual General Meeting provided that the total number of Club Officers at any one time shall not exceed the maximum number (if any) fixed by these Articles. Co-opted Club Officers shall be entitled to vote at the meetings of the Executive Committee.

19.3 The Club Chairperson will introduce the annual general meeting (AGM). Club Officers will retire immediately prior to the election of their post but may be re-elected in accordance with the Articles. The Club Chairperson will chair the election of the Club President who will in turn chair the appointment of the Club Chairperson. The Club Chairperson will subsequently oversee the appointment of the other Club Officers.

19.4 All acts carried out in good faith at any meeting of the Executive Committee or of any sub-committee, or by any person acting as a Club Officer, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

20. APPOINTMENT OF CLUB OFFICERS

20.1 Any person who is willing to act as a Club Officer, and is permitted by law to do so, may be appointed to be a Club Officer by Ordinary Resolution at an annual general meeting.

20.2 In any case where, as a result of death, the Club has no Members and no Club Officers, the personal representatives of the last Member to have died have the right, by notice in Writing, to appoint a person to be a Club Officer.

20.3 For the purposes of Article 20.2 where 2 or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

21. TERMINATION OF CLUB OFFICERS' APPOINTMENT

21.1 Without prejudice to the provisions of Section 168 of the 2006 Act, a person ceases to be a Club Officer as soon as:

- a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- b) a Bankruptcy order is made against that person;
- c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- d) a registered medical practitioner who is treating that person gives a written opinion to the Club stating that that person has become physically or mentally incapable of acting as a Club Officer and may remain so for more than three months;
- e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- f) that person shall without sufficient reason for more than three consecutive Executive Committee meetings have been absent without permission of the Executive Committee and all other Members of the Executive Committee resolve that his office be vacated;
- g) that person is requested to resign by a majority of the other Members of the Executive Committee. Where there isn't a clear majority the casting vote will be made by the Club President;

- h) notification is received by the Club from the Club Officer that the Club Officer is resigning from office, and such resignation has taken effect in accordance with its terms.

21.2 A Club Officer who is removed from office as a member of the Executive Committee for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

22. CLUB OFFICERS' REMUNERATION

22.1 Club Officers may undertake any services for the Club that the Executive Committee may decide.

22.2 Club Officers are entitled to such remuneration as the Executive Committee determine:

- a) for their services to the Club, and
- b) for any other service which they undertake for the Club.

22.3 Subject to these Articles, a Club Officer's remuneration may:

- a) take any form, and
- b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Executive Committee.

22.4 The Club shall not employ any Club Officer to provide any services outside the scope of the ordinary duties of a Club Officer and shall not pay any Club Officer any in relation to his role on the Executive Committee.

22.5 Unless the Executive Committee decides otherwise, Club Officers are not accountable to the Club for any remuneration which they receive as Club Officers or other officers or employees of the Club's subsidiaries or of any other body corporate in which the Club is interested.

23. CLUB OFFICERS' EXPENSES

23.1 Without prejudice to Article 22 the Club may pay any reasonable expenses which the Club Officers properly incur in connection with their attendance at:

- a) Executive Committee meetings or other meetings of Club Officers, or
- b) general meetings; or
- c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.

PART 3

APPOINTMENTS AND ELECTED POSITIONS

24. PRESIDENT

24.1 At the annual general meeting in 2013 and at the annual general meeting each year thereafter, the President shall retire but shall be eligible for re- appointment in accordance with these Articles. The election for the office of President shall be conducted in accordance with Article 29. A Member so appointed shall hold office for a one year term but shall be eligible for re- election. The President shall be a Club Officer

by virtue of his office and shall have such rights and privileges as the Executive Committee shall from time to time prescribe.

25. CHAIR

25.1 At the annual general meeting in 2013 and at the annual general meeting each year thereafter, the Chair shall retire but shall be eligible for re- appointment in accordance with these Articles. The election for the office of Chair shall be conducted in accordance with Article 29. A Member so appointed shall hold office for a one year term but shall be eligible for re-election. The Chair shall be a Club Officer by virtue of his office and shall have such rights and privileges as the Executive Committee shall from time to time prescribe.

26. VICE-CHAIR

26.1 At the annual general meeting in 2013 and at the annual general meeting each year thereafter, the Vice-Chair shall retire but shall be eligible for re- appointment in accordance with these Articles. The election for the office of Vice-Chair shall be conducted in accordance with Article 29. A Member so appointed shall hold office for a one year term but shall be eligible for re- election. The Vice-Chair shall be a Club Officer by virtue of his office and shall have such rights and privileges as the Executive Committee shall from time to time prescribe.

27. HONORARY SECRETARY

27.1 At the annual general meeting in 2013 and at the annual general meeting each year thereafter, the Honorary Secretary shall retire but shall be eligible for re- appointment in accordance with these Articles. The election for the office of Honorary Secretary shall be conducted in accordance with Article 29. A Member so appointed shall hold office for a one year term but shall be eligible for re-election. The Honorary Secretary shall be a Club Officer by virtue of his office and shall have such rights and privileges as the Executive Committee shall from time to time prescribe.

28. HONORARY TREASURER

28.1 At the annual general meeting in 2013 and at the annual general meeting each year thereafter, the Honorary Treasurer shall retire but shall be eligible for re- appointment in accordance with these Articles. The election for the office of Honorary Treasurer shall be conducted in accordance with Article 29. A Member so appointed shall hold office for a one year term but shall be eligible for re-election. The Honorary Treasurer shall be a Club Officer by virtue of his office and shall have such rights and privileges as the Executive Committee shall from time to time prescribe.

29. ELECTIONS

29.1 Any Voting Member may nominate another person to be the President, Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer or Club Officer. There is no restriction on who may be nominated to be a Club Officer.

29.2 Any nomination must be made in Writing to the Honorary Secretary and received by them at least 14 Clear Days prior to the annual general meeting.

29.3 If there are the same number of candidates as there are vacancies for a post, those candidates shall be declared elected unopposed at the annual general meeting. In the

event of there being more nominations than vacancies, there shall be an election at the annual general meeting as directed by the Executive Committee. The results of any such election must be announced at the annual general meeting by the Executive Committee and posted on a public forum.

30. CASUAL VACANCIES

30.1 A casual vacancy arising among the offices of President, Chairman, Vice- Chairman, Secretary or the Elected Directors, shall be filled by the Executive Committee provided always that the person appointed to fill the vacancy shall hold office until such time as the person he replaced was due to retire but shall be eligible for re-election in accordance with these Articles.

PART 4 MEMBERS

BECOMING AND CEASING TO BE A MEMBER

31. APPLICATION FOR MEMBERSHIP

31.1 The subscribers to the Memorandum of Association of the Club as at the date of incorporation; the members of the unincorporated association known as the Bedford and County Athletic Club at the date of incorporation and such other persons as are admitted to membership by the Executive Committee in accordance with these Articles, shall be the Members of the Club.

31.2 No person shall become a Member of the Club unless:

- a) that person has completed an application for membership in a form approved by the Executive Committee;
- b) they pay their annual membership fee; and
- c) the Executive Committee has approved the application.

31.3 Application for Membership of the Club shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability except as a necessary consequence of the requirements of Athletics as a particular sport or in accordance with available facilities allowable on a non discriminatory basis.

31.4 The Directors may establish different classes of membership with different rights and may prescribe their respective privileges and duties and set the amounts of any subscriptions which must be recorded in the register of Members.

31.5 Membership shall consist of Club Officers and Members of the Club. Acceptance of Membership implies agreement to the operating Rules of the Club. All Members shall be subject to the regulations of these Articles and by joining the Club shall be deemed to accept the regulations and codes of conduct that the Club has adopted.

31.6 The Executive Committee may refuse Membership, or remove it, only for good cause such as conduct or character likely to bring the Club or sport into disrepute.

31.7 A person may appeal against such decision by notifying the Executive Committee who shall put the matter to a general meeting for it to be decided by a majority vote of the Members present and voting at such meeting.

32. MEMBERSHIP FEES

32.1 The Executive Committee shall fix the levels of membership fees to be paid by the different categories of Members annually and shall be ratified at a General Meeting. The Executive Committee and voting Members shall use their best endeavours to ensure that the fees set do not preclude open membership of the Club.

32.2 All membership fees shall be immediately payable upon the acceptance by the Executive Committee of any application by an individual to become a Member of the Club in accordance with Article 31 and thereafter all Members shall ensure that their annual membership fee is paid to the Club on the first day of April in every year.

33. CONDITIONS OF MEMBERSHIP

33.1 All Members shall be subject to the Rules and shall respect the rules of Athletics as set from time to time by the Governing Bodies.

33.2 The Members shall pay any membership fee set by the Executive Committee under Article 32. Any Member whose membership fee is more than three months in arrears shall be deemed to have resigned his membership of the Club.

34. TERMINATION OF MEMBERSHIP

34.1 A Member may withdraw from membership of the Club by giving 7 Clear Days' notice to the Club in Writing.

34.2 A membership terminates automatically when that person dies or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.

34.3 Membership is not transferable.

34.4 Any person ceasing to be a Member forfeits all rights in relation to and claims upon the Club, its property and its funds and has no right to the return of any part of his membership fee. The Executive Committee may refund an appropriate part of a resigning Member's membership fee if it considers it appropriate taking account of all the circumstances.

35. DISCIPLINES AND APPEALS

35.1 Any complaints of misconduct (improper or unprofessional conduct) regarding the behaviour of Members or Officers shall be dealt with by the Executive Committee in accordance with its discipline and appeals process as set out in the Club Grievance and Disciplinary Policy.

ORGANISATION OF GENERAL MEETINGS

36. ANNUAL GENERAL MEETINGS

36.1 The Club shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it.

36.2 The annual general meeting shall be held for the following purposes:

- a) to receive from the Executive Committee the Club's review of annual accounts;
- b) to receive from the Executive Committee a report of the activities of the Club since the previous annual general meetings;
- c) to appoint the Club's auditors;
- d) to announce the election of the President, Chair, Vice-Chair, Honorary Secretary, Honorary Treasurer and any other Club Officer to be appointed in accordance with these Articles;

36.3 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

37. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

37.2 A person is able to exercise the right to vote at a general meeting when:

- a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

37.3 The Executive Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

37.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

37.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38. CHAIRING GENERAL MEETINGS

38.1 The Chair shall chair general meetings if present and willing to do so.

38.2 If the Chair shall be absent, or if at any meeting he is not present within ten minutes after the time appointed for holding the same, the Vice-Chair shall preside. If the Vice-Chair is not present or is unwilling to preside within fifteen minutes of the time at which a meeting was due to start:

- a) the Club Officers present, or
- b) if no Club Officers are present, the meeting
- c) must appoint a Club Officer or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

38.3 The person chairing a meeting in accordance with this Article 38 is referred to as "the Chair of the meeting".

39. QUORUM FOR GENERAL MEETINGS

39.1 No business other than the appointment of the Chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

39.2 The quorum for general meetings shall be at least 10 Voting Members.

39.3 If the persons attending a general meeting within fifteen (15) minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn the general meeting.

40. ADJOURNMENT

40.1 When adjourning a general meeting, the Chair of the meeting must:

- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Club Officers, and
- b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

40.2 The adjourned meeting must take place more than 14 days after it was adjourned and the Club must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- a) to the same persons to whom notice of the Club's general meetings is required to be given, and
- b) containing the same information which such notice is required to contain.

40.3 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

41. ADJOURNED GENERAL MEETING

41.1 The quorum for adjourned general meetings shall be 20% of Voting Members and must include at least two Club Officers and ten Members who are not Club Officers.

41.2 If the persons attending an adjourned general meeting within ten minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting may put a simple majority vote to those Voting Members present that the adjourned general meeting may proceed subject to the following conditions:

- a) The meeting has been properly convened according to these Articles with the stipulated period of notice of the place, date, time and Agenda been given;
- b) The meeting is held within a radius of five (5) miles of Bedford International Athletic Stadium;
- c) At least Two Club Officers are present;
- d) At least Ten Members of the Club in good standing who are not Club Officers are present; and
- e) If the vote is passed, the meeting may proceed to complete all the

advertised business, even if some Members leave before the close of the adjourned general meeting.

42. ADJOURNMENT WHEN QUORUM IS PRESENT

42.1 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

- a) the meeting consents to an adjournment, or
- b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

42.2 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

43. EXTRAORDINARY GENERAL MEETINGS

43.1 The Executive Committee has the right to call extraordinary general meetings outside the annual general meetings.

43.2 An extraordinary general meeting shall be convened within 14 days of the receipt by the Chair of a request in Writing signed by at least 15% Voting Members. Not less than fourteen Clear Days notice shall be given by the Honorary Secretary to all Members by the posting of a notice on the Club website and email stating the date, time, venue and purpose of the extraordinary general meeting.

44. NOTICE OF ANNUAL GENERAL MEETINGS

44.1 Notice of the annual general meetings shall be given by the Honorary Secretary. Not less than 21 Clear Days' notice shall be given to all Members, at least by the posting of a notice on the Club notice board.

44.2 The annual general meeting shall receive a report from officers of the Executive Committee and a statement of the audited accounts.

44.3 Items proposed for discussion under Any Other Business must be received in Writing by the Honorary Secretary at least 14 days prior to the annual general meeting.

45. ATTENDANCE AND SPEAKING BY CLUB OFFICERS AND NON-MEMBERS

45.1 Club Officers and Members may attend and speak at general meetings, whether or not they are Members.

45.2 The Chair of the meeting may permit other persons who are not Members of the Club to attend and speak at a general meeting.

VOTING AT GENERAL MEETINGS

46. VOTING: GENERAL

46.1 Every Voting Member shall be entitled to receive notice of, attend general meetings and cast one vote provided that at the date of the general meeting they have at least 3 prior months' paid up membership.

46.2 A resolution put to the vote of a general meeting must be decided on a show of hands of those Voting Members present unless a poll is duly demanded in accordance with these Articles whereby each Voting Member shall cast one vote.

47. ERRORS AND DISPUTES

47.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

47.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

48. POLL VOTES

48.1 A poll on a resolution may be demanded:

- a) in advance of the general meeting where it is to be put to the vote, or
- b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

48.2 A poll may be demanded by:

- a) the Chair of the meeting;
- b) the Club Officers;
- c) two or more persons having the right to vote on the resolution; or
- d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

48.3 A demand for a poll may be withdrawn if:

- a) the poll has not yet been taken, and
- b) the Chair of the meeting consents to the withdrawal.

48.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

49. CONTENT OF PROXY NOTICES

49.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

- a) states the name and address of the Voting Member appointing the proxy;
- b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Club Officers may determine; and
- d) is delivered to the Club in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

49.2 The Club may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

49.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

49.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

50. DELIVERY OF PROXY NOTICES

- 50.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Club by or on behalf of that person.
- 50.2 An appointment under a Proxy Notice may be revoked by delivering to the Club a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 50.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 50.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

51. AMENDMENTS TO RESOLUTIONS

- 51.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
 - a) notice of the proposed amendment is given to the Club in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 51.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 51.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.
- 51.4 The Club Articles shall only be changed by Special Resolution at a quorate annual general meeting or extraordinary general meeting.

PART 5 ADMINISTRATIVE ARRANGEMENTS

52. MEANS OF COMMUNICATION TO BE USED

- 52.1 Subject to these Articles, anything sent or supplied by or to the Club under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Club.

52.2 Subject to these Articles, any notice or Document to be sent or supplied to a Club Officer in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which that Club Officer has asked to be sent or supplied with such notices or Documents for the time being.

52.3 A Club Officer may agree with the Club that notices or Documents sent to that Club Officer in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

53. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

53.1 Except as provided by law or authorised by the Club Officers or an Ordinary Resolution of the Club, no person is entitled to inspect any of the Club's accounting or other records or Documents merely by virtue of being a Member.

54. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

54.1 The Club Officers may decide to make provision for the benefit of persons employed or formerly employed by the Club or any of its subsidiaries (other than a Club Officer or former Executive Committee or shadow Executive Committee) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Club or that Subsidiary.

55. DISSOLUTION

55.1 The Members may vote to wind up the Club if not less than three quarters of those present and voting support that proposal at a properly convened general meeting.

55.2 The Executive Committee will then be responsible for the orderly winding up of the Club's affairs.

55.3 After settling all liabilities of the Club, the Executive Committee shall dispose of the net assets remaining to one or more of the following:

- a) to another Club with similar sports purposes which is a registered charity and/or
- b) to another Club with similar sports purposes which is a registered CASC and/or
- c) to the sport's Governing Bodies for use by them for related community sports.

EXECUTIVE COMMITTEES' INDEMNITY AND INSURANCE

56. INDEMNITY

56.1 Subject to Article 56.2 a relevant club officer or an associated club may be indemnified out of the Club's assets against:

- a) any liability incurred by that club officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or an associated club,
- b) any liability incurred by that club officer in connection with the activities of the Club or an associated club in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

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