

## **Summary of Articles of Association**

### **Company Name**

Subject to the name being available at Companies House, the name of the new company will be British Athletics Supporters Club Limited.

### **Objects of the Club**

The objects of the club are unchanged from the previous constitution.

### **Residual Assets**

In the event that the Club is wound up then all residual assets will be transferred to the Ron Pickering Memorial Fund or such other body or organisation sharing similar objects to the Club as may be decided by the Directors.

### **Members**

There shall be 2 categories of club members – “full” Members and Associate Members.

“Full” Members (“Members”) will have elected to subscribe to the Club in its capacity as a company. 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. Members will be entitled to vote at General Meetings.

Associate Members will not subscribe to the Club in its capacity as a company but will pay their annual subscriptions and enjoy all of the benefits of club membership save that they will NOT be entitled to vote at General Meetings.

A Member may at any time withdraw from the Club by giving not less than 7 days notice to the Club in writing.

Subject to a due process, a person's membership terminates if at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Club.

Only members who have fully paid their subscription to the Club for the financial year in which they apply for membership shall be entitled to be considered for Membership. Any Member whose subscription fee is more than six months in arrears shall be deemed to have resigned his membership of the Club.

### **General Meetings**

The Directors may call a General Meeting at any time. In practice this will be the Annual General Meeting, The articles set out notice provisions etc.

The quorum for a General Meeting is 20 Members. Only “full” Members are entitled to vote.

The Chairman of the Directors or in his or her absence some other Director nominated by the Directors will preside as chair of every General Meeting.

A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded.

The articles provide for proxy voting and for written resolutions.

On a tied vote, the Chairman of the Meeting will have a casting vote.

### **Board**

Subject to the Articles and any Rules of the Club, the Board is responsible for the management of the Club's business, for which purpose they may exercise all the powers of the Club.

Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by Ordinary Resolution or by a decision of the Directors (co-opting).

The maximum number of directors is 12.

The Directors appoint the Chairman of Directors.

The Board can delegate powers given to them to individuals or committees.

Board decisions must be taken by a majority.

The Articles set out notice periods and other formalities for Board Meetings.

The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors - whichever is the greater.

The Chairman of Directors (or other director chairing the meeting) has a casting vote in the event of a tie.

The Directors must keep minutes of all appointments of officers made by the Directors and of all resolutions of the Club and of the Directors.

The Articles contain provisions relating to Director's conflicts of interest and payment of expenses etc.

Directors are indemnified against the liabilities set out in the Articles from the assets of the Club. We may well elect to back this up with insurance.