

COMPANY NOT HAVING A SHARE CAPITAL

Company Number 11549129

Articles of Association of Cardiff Athletics

(Amended Articles adopted 21 December 2018)

- 1 **The company's name is Cardiff Athletics and in this document it is called the “charity” and/or the “club”**

All references hereinafter to Cardiff Athletics shall be deemed to incorporate the names, histories, records and achievements of its predecessors Cardiff Amateur Athletic Club, Birchgrove (Cardiff) Harriers, Roath (Cardiff) Harriers and their members since the formation of Roath (Cardiff) Harriers in 1882.

Interpretation

- 2 In the articles:

‘the articles’ means the charity's articles of association;

‘the charity’ means the company intended to be regulated by the articles;

‘the club’ means the charity as defined herein;

‘club colours’ shall be a blue vest with or without red and white side stripes;

‘clear days’ in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

‘the Commission’ means the Charity Commission for England and Wales;

‘Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

‘Chairman’ shall mean the person appointed to be the chairman of the club;

‘the trustees’ shall be the directors of the club. The directors are charity trustees as defined by section 177 of the Charities Act 2011.

‘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;

‘memorandum’ means the charity's memorandum of association

‘officers’ means the President, Chairman, treasurer and membership secretary

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the club.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

- 3 The liability of the members is limited to a sum not exceeding £5, 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, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of the club's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories amongst themselves.

Objects

- 4 The club's objects ('Objects') are:
- (1) To advance amateur sport by promoting athletics for the public benefit;
 - (2) The promotion of community participation in healthy recreation for the inhabitants of Cardiff by the provision of facilities for athletics.

Powers

- 5 The club has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the club has power:
- (1) to raise funds. In doing so, the club must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the club. In exercising this power, the club must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
 - (4) to borrow money and to charge the whole or any part of the property belonging to the club as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The club must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
 - (5) to affiliate to the relevant governing bodies of athletics in Great Britain;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (7) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (8) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (9) to set aside income as a reserve against future expenditure;
- (10) to employ and remunerate such staff as are necessary for carrying out the work of the club.
The club may not employ or remunerate a trustee save in accordance with article 6;
- (11) to deposit or invest funds in such manner as the trustees see fit;
- (12) to provide indemnity insurance for the trustees and members of the management committee in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

Application of income and property

- 6 (1) The income and property of the club shall be applied solely towards the promotion of the Objects;
- (2) A trustee or member of the management committee or committee or sub-committee or other officer or member of the Club may be reimbursed reasonable expenses or other costs incurred by him or her in representing the club;
- (3) None of the income or property of the club shall be distributed by way of dividend or otherwise by way of profit to any member or members of the club.

Conflicts of interests

- 7 A trustee or other member of the management committee or committee or sub-committee or other officer must declare the nature and extent of any interest, financial or otherwise and direct or indirect, or conflict of interest which he or she has in a proposed transaction or arrangement with the club and must absent himself or herself from any discussions and voting thereon.

Members

- 8 (1) The subscribers to the memorandum are the first members of the charity. Membership of the club shall be open to all other persons without discrimination;
- (2) Members of the club shall be classified according to age on January 1st each year and shall be liable to pay subscriptions at the rates as determined from time to time by the trustees;
- (3) Without prejudice to 8 (2) above, the trustees may, as it deems appropriate, create different categories of membership and vary or waive the liabilities to pay subscriptions accordingly;
- (4) Except in the cases of new members or as otherwise decided by the trustees, subscriptions shall be due annually on January 1st;
- (5) The trustees shall have the power to suspend or terminate the membership of any member whose subscription is more than one year in arrears without needing to give any notice to the affected member;

- (6) Subject to the member's right of appeal, the trustees may suspend or terminate the membership of any member held to be in breach of the club's code of conduct or to have brought the reputation of the club or athletics into disrepute;
- (7) The trustees shall determine such procedures, including the completion of an application form, to be followed by applicants for membership and shall have a complete discretion whether or not to accept any application for membership;
- (8) The rights and privileges of membership may not be transferred;
- (9) Without prejudice to 8 (5) or 8 (6), membership shall terminate if the member resigns; or ceases to be eligible to take part in athletics as a result of a ruling by a competent governing body of athletics; or ceases to hold the office by sole virtue of which he or she is a member; or dies.

Patron

- 9 The club shall have power, at each annual general meeting, to appoint one or more distinguished persons as patron and such persons need not be members of the club.

Board of Trustees

- 10 (1) The overall care and management of the club shall be vested in a board of trustees.
- (2) The members of the board of trustees shall be as follows and shall be elected at the annual general meeting and shall hold office until the conclusion of the next annual general meeting but shall be eligible for re-election if nominated:
 - President
 - Chairman
 - Treasurer
 - Membership secretary
 - Up to two additional persons to be elected at an annual general meeting
- (3) Except as otherwise provided, nominations of members of the board of trustees shall be made in writing signed by the proposer and a seconder, both of whom must be voting members of the club, and sent to the Chairman not less than twenty one days before the date of the annual general meeting at which the appointment is to be made. Nominations may also be made by the management committee.
- (4) The board of trustees shall meet at such times and such places and regulate its proceedings as it shall, from time, decide provided that at least two trustees shall be required to form a quorum.
- (5) No member of the board of trustees may appoint an alternative member or anyone to act on his or her behalf at meetings of the board.

Management Committee

- 11 (1) The trustees may delegate any of their powers or functions to a management committee comprising the trustees and others appointed by the trustees provided that the terms of any delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including conditions that:

- (a) The relevant powers are to be exercised exclusively by the committee to whom they are delegated;
 - (b) No expenditure may be incurred on behalf of the company except in accordance with a budget previously approved by the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committee(s) must be fully and promptly reported to the trustees.

Disqualification and removal of trustees and other members of the management committee

- 12 A trustee or member of the management committee shall cease to hold office if he or she:
- (1) is, by virtue of any provision in the Companies Acts or by law, prohibited from being a director of a company;
 - (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
 - (3) ceases to be a member of the club;
 - (4) in the written opinion, given to the club, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee or member and may remain so for more than three months;
 - (5) resigns as a trustee or member of the management committee;
 - (6) is absent without the permission of the management committee from more than one half of its meetings in a period of twelve months.

Proceedings of the board of trustees

- 13
- (1) The board of trustees shall meet at such times and such places as it shall, from time to time, decide but so that at least eight meetings shall be held in each calendar year;
 - (2) Questions arising at meetings of the trustees shall be decided by a majority of votes provided that, in the case of an equality of votes, the chairman shall have a second or casting vote;
 - (3) Each trustee shall have one vote;
 - (4) Subject to 13 (2) and 13 (3) and as hereinafter provided, the trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they see fit;
 - (5) Except in the case of emergency, at least five clear days' notice, in writing or by e-mail, shall be given of all meetings of the board of trustees to every member thereof, specifying the place, date and time of the meeting, the business to be conducted thereat and, where possible, accompanied by a copy of any report or proposal to be considered;
 - (6) The Chairman shall preside at meetings of the board of trustees. If the Chairman is absent or not willing to take the chair, the members present shall choose one of their number to preside as chairman. The chairman's decision on all procedural matters shall be final;

- (7) The number of members of the board of trustees required to form a quorum shall be two (2). If a quorum is not present within half an hour of the appointed time of the meeting, the meeting shall be cancelled or adjourned to such other time as the Chairman shall decide;
- (8) Any trustee may requisition a special meeting of the board of trustees. Every such requisition shall be in writing and specify the purpose(s) for which the meeting is to be convened. Such a requisitioned meeting shall be held within fourteen days of the receipt of the requisition;
- (9) All acts done at any meeting of the board of trustees shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of a member, or person acting as aforesaid, or that they or any one of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the board of trustees;
- (10) A resolution in writing or electronic form and signed or confirmed by all the trustees shall be valid and effectual as if it had been passed at a meeting of the board of trustees duly called and constituted;
- (11) The officers (or any three of them) may, if any matter needs to be dealt with urgently and it is not practical to convene a meeting of the board of trustees, deal with such matter and their decision shall be binding on the board of trustees; provided that any such decision must be in compliance with these articles and shall be reported to the board of trustees at the earliest opportunity.

Duties and powers of the board of trustees

- 14
- (1) Without prejudice to the powers and duties conferred on it generally by the articles, the board of trustees shall carry out all the duties and powers contained in this clause 14;
 - (2) Control the finances of the club and keep full and accurate accounts and ensure that, at least once every year, the accounts are examined by a reporting accountant;
 - (3) Maintain a register of members;
 - (4) Keep minutes of its proceedings;
 - (5) Deal with all matters relating to membership;
 - (6) Fill casual vacancies;
 - (7) Appoint additional members of the management committee and such other officials upon such terms as it considers appropriate;
 - (8) Appoint employees upon such terms as it considers appropriate;
 - (9) Appoint committees and/or sub-committees with such membership, duties, and terms of reference as may, from time to time, be decided. Committees and sub-committees shall keep minutes and submit these and their proposals to the board of trustees for approval;
 - (10) Receive reports from committees, sub-committees, officers and officials;
 - (11) Compile and keep up to date and publish a suitable code of conduct applicable to club members;
 - (12) Establish and publish appropriate disciplinary and appeal procedures;
 - (13) Foster and encourage efficient communication within the club and between the club and others;

- (14) Make and publish such reasonable rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the club;
- (15) Control the use of the club colours provided that it may approve another colour or colours and/or design(s) of vest as secondary and/or additional club colours;
- (16) Submit such returns and other information required by the Charities Act 2011 and the Companies Acts; and
- (17) Deal with all matters not covered within this article 14 or elsewhere in these articles.

General meetings of members

- 15
- (1) All general meetings of members other than annual general meetings shall be called extraordinary general meetings;
 - (2) The club must hold its first annual general meeting within eighteen months after the date of incorporation and thereafter at least once in each calendar year provided that not more than fifteen months may elapse between consecutive annual general meetings;
 - (3) General meetings shall be convened by the board of trustees and at least twenty-one clear days' notice must be given;
 - (4) The notice of the meeting must specify the place, date and hour of the meeting and the nature of the business to be transacted. It shall be sufficient notice to all members to place the notice on the club's website and on a notice board at the club's headquarters;
 - (5) The Chairman shall preside at general meetings. If the Chairman is absent or not willing to take the chair, the members present shall choose a member of the board of trustees to preside as chairman. The chairman's decision on all procedural matters shall be final;
 - (6) Questions arising at general meetings shall be decided by a majority of votes, provided that, in the case of an equality of votes, the chairman shall have a second or casting vote. Voting shall be by show of hands unless a poll is decided by the chairman or requested by not less than five members present and entitled to vote;
 - (7) No business may be transacted at a general meeting unless a quorum comprising ten members personally present and entitled to vote is present. If, within half an hour from the time appointed to hold the meeting, a quorum is not present, the meeting shall stand adjourned to such other date, time and place as the Chairman shall decide, when those members personally present and entitled to vote (if fewer than ten) shall be a quorum and may transact the business for which the meeting was called;
 - (8) Every member of the club, every patron and the auditors or reporting accountants for the time being shall be entitled to attend general meetings;
 - (9) Every member aged eighteen years and over and whose subscription in not more than three months in arrears on the date of the meeting shall be entitled to one vote. Votes may be given only by members personally present and proxy votes are not permitted;
 - (10) An extraordinary general meeting may be convened by the board of trustees of its own volition or upon the written requisition (which must state the purpose of the meeting) of at least twenty members entitled to vote, all of whom must sign the requisition. A requisitioned extraordinary general meeting must be held within forty two days of the date of receipt of the requisition. If, in the case of a requisitioned meeting, a quorum is not present within half an hour from the time appointed to hold the meeting, the meeting shall be abandoned and the matter(s) dealt with by the board of trustees.

Annual General Meeting

- 16 The business of the annual general meeting shall be:
- (a) To receive apologies for absence;
 - (b) To approve the minutes of the previous annual general meeting and of any extraordinary meeting(s) held since the previous annual general meeting;
 - (c) To consider any matters arising from 14 (b);
 - (d) To receive the reports of the Chairman and of the board of trustees;
 - (e) To receive the annual accounts and financial report;
 - (f) To elect members of the board of trustees as specified in 10 (2);
 - (g) To elect a Patron;
 - (h) To appoint a reporting accountant;
 - (i) To transact any other business of which proper notice has been given.

Indemnity

- 17 (1) Every member of the management committee, every trustee, every officer, official, or employee of the club (whether honorary or otherwise) shall be indemnified by the club against, and it shall be the duty of the board of trustees out of the funds of the club to pay, all losses and liabilities which any such person may incur or sustain in the bona fide execution of the duties of his or her office or in relation thereto.
- (2) No member of the management committee and no trustee, no officer, official or employee of the club shall be liable for the acts, receipts, neglects or defaults of any other member of the management committee, officer, official, or employee of the club, or for joining in any receipt for the sake of conformity or for any loss or damage occasioned by any error of judgment or oversight on his or her part, or for any loss, damage, or misfortune whatever, which shall happen in the bona fide execution of the duties of his or her office or in relation thereto.

Discipline and appeals

- 18 All members are subject to the club's code of conduct in force from time to time and all concerns, allegations or reports of poor practice/abuse relating to the welfare of members (including but not restricted to children, young people and vulnerable adults) shall be recorded and responded to swiftly and appropriately in accordance with the club's welfare and/or child protection policy and procedures.

All complaints regarding the behaviour of members should be presented and submitted in writing to the club's welfare officer or Chairman.

All complaints shall be dealt with in accordance with the club's code of conduct.

Variation of the articles

- 19 Any variation or alteration of, deletion from, or addition to the articles shall require the approval of a Special Resolution passed at a general meeting of the club at which a majority of not less than three quarters of those entitled to vote (and who do so) are in favour of the resolution. Such

resolutions may be proposed by the board of trustees or by at least ten members entitled to vote and who submit their proposal in writing, and signed by each, to the board of trustees. Any such variation that is a regulated amendment in accordance with charity law shall be subject to, and not come into force until it is approved by, the Commission.

Miscellaneous

- 20 Any matter not provided for in these articles shall be dealt with by the board of trustees, but the board of trustees shall have no power to delegate the authority conferred upon it by this article.

Winding up or amalgamation

- 21 The club shall have the power to wind-up or amalgamate with any other club that is a registered charity. Such winding-up or amalgamation shall require the approval of a Special Resolution passed at a general meeting of the club at which a majority of not less than three-quarters of those entitled to vote (and who do so) are in favour of the resolution. In the event of such winding up or amalgamation none of the assets of the club may be paid to or distributed to the members of the club. The resolution to wind up or amalgamate shall specify the manner of distribution of the assets of the club and, in the absence of such a specification, the assets shall be applied as directed by a Court or by the Commission.