

## Notes from Ian Richards regarding the Articles of Association

The attached Articles are similar to those accepted at the 2022AGM. There has been no change in the structure proposed in those articles. Changes have been made to tidy the document, corrections to numbering and duplication and to take account of a number of the technical points raised by individuals after the AGM. Other changes have been highlighted.

The Council of the Area Clubs have had the opportunity to comment on the draft, apart from those points highlighted which are not of substance. The aim has been to produce a document that wherever possible uses the same legal wording as recommended by Companies House in their model articles for a Company by limited Guarantee and/or those used by other athletics governing bodies such as UKA and the HCAFs in order that these articles will get approval. There is still an opportunity for minor changes that are unlikely to be contested to be suggested before they are submitted to Companies House. Once they have been submitted and approved further changes may be made by the new Company's Members who will include the Area clubs.

The Bye-laws, Policies and Rules of Competition do not need the approval of the AGM but will be submitted to the Council for their approval if the go-ahead for Incorporation is approved.

It should be noted that the transfer of the assets and liabilities to the new company is subject to Clause 14c of the existing BMAF constitution.

In the event of a dissolution of the Federation any assets remaining, once all debts have been paid, shall be distributed to the Constituent Associations and Clubs in proportion to the value of the affiliation fees invoiced and paid by those bodies during the prior seven-year period.

If any Association or Club should decide that it does not wish to join the new Company, it may request its share of the Assets and Liabilities be transferred to it. They will no longer be part of the Federation with the result that the new Company will not represent all the Masters Clubs in the UK. Such a decision will have a material impact on the whole concept of a single body representing masters in the UK. Recognition by both WMA and UKA will come into question as will BMAF championships and Inter Area competitions. The remaining Associations or Clubs will need to decide how they wish to proceed.

Transferring assets to the new company will not involve any loss of control by the Associations and Area Clubs of the finances. Although both the new company and BMAF Services will own the assets, the Clubs will be the guarantors of those companies with statutory rights over decisions and the Council will be consulted by the Board and Executive of both companies. This means that they will have more power than they currently have under the existing constitution.

The Motion that the AGM is asked to approve should be as follows:

1. Special Resolution regarding the incorporation of BMAF and the winding up of the Federation

It is proposed:

- (i) That a new company by limited guarantee be established with Articles of Association as submitted to this AGM that includes the same structure as approved at the 2022 AGM.

- (ii) If the AGM approves (i) above, the Members of BMAF Services Ltd be requested to adopt a new set of Articles to make the company fit within the new BMAF structure and eventually becoming a wholly owned subsidiary of the new company.
- (iii) Once BMAF Holdings Ltd has been approved by Companies House and formally established, that an EGM of the British Masters Athletic Federation be called to agree that it be wound up with all assets and liabilities being transferred to the new company. Specific details for the wind up and transfer shall be explained to the Council before the EGM for their input and included in the presentation to be made at the EGM.

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