BMAF Annual General Meeting

28 November 2026

Transition to an Incorporated Structure

Proposed Resolutions and Explanatory Paper

Purpose of this paper

This paper asks those entitled to vote at the BMAF AGM to approve the transition of the existing unincorporated Federation to a single incorporated structure using BMAF Services Limited (company number 11736307) as the existing legal vehicle for the transition. As part of that transition, the company is intended to adopt new Articles of Association, implement the new governance and membership structure, constitute its Board under those arrangements, and change its registered name to BMAF Limited. The paper also authorises the Federation-side implementation steps and an update to the Federation bank mandate.

1. What the AGM is being asked to approve

1. Approve the transition in principle so that BMAF's activities can in future be governed and operated through the existing company, BMAF Services Limited, intended to be renamed BMAF Limited.
2. Authorise the BMAF Executive, with Council oversight, to carry out the Federation-side implementation steps and request the directors and company Members of BMAF Services Limited to take the separate company decisions required.
3. Authorise the BMAF Executive to update the NatWest bank mandate so that it reflects the office-holders responsible for the Federation following the AGM.

What this AGM does not do

The AGM does not itself adopt new company Articles, change the company name, automatically transfer every asset or contract, or dissolve the unincorporated Federation. BMAF Services Limited must take its own corporate decisions. The Federation will remain in existence during the transition and will be formally dissolved only after outstanding matters have been completed and any further approval required has been obtained.

2. Intended transition sequence

Stage	What happens
28 November AGM	The Federation AGM considers the three resolutions in this paper.
Company approvals	BMAF Services Limited separately adopts the revised Articles and completes the intended change of registered name. The new Board is constituted in accordance with the final Articles and transition arrangements.
Implementation	The BMAF Executive carries out the Federation-side steps with Council oversight. Assets, contracts, banking arrangements, records, rights and obligations are transferred or otherwise dealt with as appropriate and lawful.
Parallel run-off	The unincorporated Federation remains in existence for as long as reasonably necessary - expected to be approximately one to three months - to complete fund transfers, settle liabilities, finalise accounts and records, and resolve any residual matters.
Formal dissolution	When the Executive and Council are satisfied that the transition is complete and no material matters remain, the Federation is formally dissolved in accordance with the Constitution and any further approval or legal process required.

3. Formal AGM resolutions

Each resolution is to be considered and voted on separately.

Resolution 1 - Approval of transition to an incorporated structure

RESOLUTION

That those entitled to vote at the Annual General Meeting of the British Masters Athletic Federation (BMAF), acting in accordance with the BMAF Constitution, approve the proposed transition from the present unincorporated Federation structure to an incorporated structure using BMAF Services Limited (company number 11736307) as the existing legal vehicle for the transition, with the company to adopt new Articles of Association, implement the new governance and membership structure, constitute its Board under those arrangements, and change its registered name to BMAF Limited.

Subject to the BMAF Constitution, applicable law, the separate corporate approvals of BMAF Services Limited, and any contractual, banking, regulatory or third-party consent required, the transition is intended to include the transfer, assignment, novation or other appropriate continuation of BMAF's assets, liabilities, contracts, rights, obligations, activities and operations to or through BMAF Services Limited, where lawful and constitutionally permissible.

Following completion of those corporate changes, the company is intended to become the principal incorporated organisation through which British Masters Athletics is governed and administered.

In approving this resolution, the AGM acknowledges the change in the long-term treatment of residual assets described in section 4.6. Assets transferred to the company will thereafter be held subject to the company's Articles, under which any residual assets on a future winding up or dissolution of the company would not be distributed amongst the Member clubs but would be transferred to one or more organisations with similar objects. Implementation of any transfer remains subject to the BMAF Constitution, applicable law and any further legal or professional advice required.

This resolution does not itself amend the Articles of BMAF Services Limited, change the company's registered name, automatically transfer any particular asset or contract, amend the BMAF Constitution, or dissolve the unincorporated Federation.

Resolution 2 - Authority to implement the transition

RESOLUTION

That the BMAF Executive, with oversight from the Council and acting through the Chair, Honorary Secretary, Honorary Treasurer and any other BMAF officer or person whom it properly authorises, be authorised - subject to the BMAF Constitution and applicable law - to take the steps reasonably necessary to implement Resolution 1 on behalf of the unincorporated Federation.

This authority includes arranging the transfer, assignment, novation or continuation of assets, liabilities, contracts, activities, rights and obligations; obtaining any necessary third-party consent; arranging execution of documents by the persons legally entitled and authorised to do so; obtaining professional advice where reasonably required; completing financial, administrative and regulatory steps; and making technical or non-material implementation changes that do not alter the substance of the transition approved by the AGM.

Those voting at the AGM also request the directors and company Members of BMAF Services Limited (intended to be renamed BMAF Limited) to take the corresponding corporate steps required to implement the transition, acting within their own legal powers and responsibilities.

The Executive shall keep the Council and the Constituent Associations and Clubs appropriately informed of progress. The principal transition should be completed as soon as reasonably practicable and would normally be expected to be substantially completed within approximately three months of the AGM.

The unincorporated Federation shall continue in parallel for so long as reasonably necessary, expected to be approximately one to three months, to complete fund transfers, settle liabilities, finalise accounts and records, close or transfer banking and contractual arrangements and deal with any residual matters. The Federation's Constitution, Council, Executive and Officers remain in place during that period.

The transition shall not be treated as complete until BMAF Services Limited is operating under the revised Articles, the new company Board has been constituted in accordance with the agreed transition arrangements, and the material Federation-side transfers and close-out steps have been completed.

Once the Executive and Council are satisfied that the transition has been completed and no material outstanding matters remain, they shall arrange for the formal dissolution of the unincorporated Federation in accordance with the Constitution and any further approval or legal process required. This resolution does not itself dissolve the Federation and does not impose a fixed dissolution date.

Resolution 3 - Update of NatWest bank signatories

RESOLUTION

That the BMAF Executive be authorised to update the mandate for the NatWest bank account or accounts operated for the Federation so that the authorised signatories reflect the office-holders responsible for BMAF following the AGM.

The persons holding the offices of Chair, Honorary Secretary and Honorary Treasurer following the AGM are to be added or retained as authorised signatories, subject to NatWest's requirements; former office-holders may be removed as appropriate; and the Executive may approve any additional authorised signatory reasonably required for continuity or to meet the

bank's mandate requirements.

Until the Federation is dissolved or its Constitution is otherwise amended, the existing financial controls in clause 12 of the Constitution continue to apply. This resolution changes the bank mandate only and does not itself transfer ownership of any bank account to BMAF Services Limited or BMAF Limited.

4. Explanatory information

4.1 Why this change is proposed

BMAF currently operates through the unincorporated British Masters Athletic Federation and the incorporated company BMAF Services Limited. The proposal is to use the existing company as the legal vehicle for a substantive governance transition, rather than form a new company. BMAF Services Limited would move from its present service-company role to become the single incorporated body through which British Masters Athletics is governed and operated.

BMAF Services Limited is already company number 11736307. As part of the transition it is intended to adopt new Articles of Association, implement the new governance and membership structure, constitute its Board under those arrangements, and change its registered name to BMAF Limited. The legal entity itself continues.

4.2 The Federation AGM and company approvals are separate

The AGM on 28 November is a meeting of the existing unincorporated Federation. It can approve BMAF's participation in the transition and authorise the Federation's Executive and officers to act within their constitutional powers. It cannot itself adopt replacement Articles or make other corporate decisions for BMAF Services Limited; those decisions must be taken separately through the company's own procedures.

4.3 How formal voting will change

Under the current Constitution, the Constituent Associations and Clubs are the formal members of the Federation, while individual members of those bodies may attend and vote at the Federation AGM. Under the intended incorporated model, the Affiliated Clubs themselves will be the legal company Members. Each club will act through its authorised Club Representative and will have one formal company vote. Individual athletes will continue to be able to attend, contribute and be consulted, but will not each hold a separate company vote.

The present Council and Executive will also cease to be separate permanent constitutional tiers once the transition has been completed and the unincorporated Federation has been formally dissolved.

4.4 Why the Federation continues during the transition

The existing Federation will remain in existence while transfers and close-out work are completed. The Executive will carry out the transition with Council oversight and will keep the Council and Constituent Associations and Clubs appropriately informed. There is no fixed dissolution date: formal dissolution follows only when the new company governance is operational and the material transfer, banking, accounting, liability and records matters have been completed.

4.5 Assets, liabilities and banking

The resolutions authorise the Federation-side transfer or continuation of assets, liabilities, contracts, rights and obligations but do not themselves cause every item to transfer automatically. Separate assignment, novation, consent or banking documentation may be required. All transfers must be consistent with the Constitution and applicable law. While the Federation continues, its existing constitutional financial controls remain in force; Resolution 3 changes the bank mandate only. The different treatment of residual assets under the proposed company Articles is explained in section 4.6.

4.6 Treatment of residual assets following the transition

Under clause 14(c) of the current BMAF Constitution, if the unincorporated Federation is dissolved after its debts have been paid, any remaining assets are distributed to the Constituent Associations and Clubs in proportion to the value of affiliation fees invoiced and paid by those bodies during the previous seven-year period.

The proposed Articles of BMAF Limited adopt a different not-for-profit approach. If BMAF Limited were itself wound up or dissolved in the future, any property remaining after payment of its debts and liabilities would not be distributed amongst its Member clubs. Instead, the remaining property would be transferred to one or more organisations having objects similar to those of BMAF Limited, as determined by the Members at or before dissolution.

This is therefore a material change in the long-term treatment of residual assets. In approving Resolution 1, those entitled to vote at this AGM are being asked to approve the proposed transition with knowledge of that change. Federation assets transferred to the company would thereafter be held subject to the company's Articles rather than the Federation's existing dissolution provision.

Nothing in this paper assumes that BMAF Limited will be dissolved. The provision addresses only the position on any future winding up or dissolution. The transfer of Federation assets, and the eventual formal dissolution of the Federation, remain subject to the BMAF Constitution, applicable law and any further approval, consent or legal process required.