

**INCORPORATION**  
**British Masters Athletic Federation**  
**To**  
**British Masters Athletic Federation Ltd**

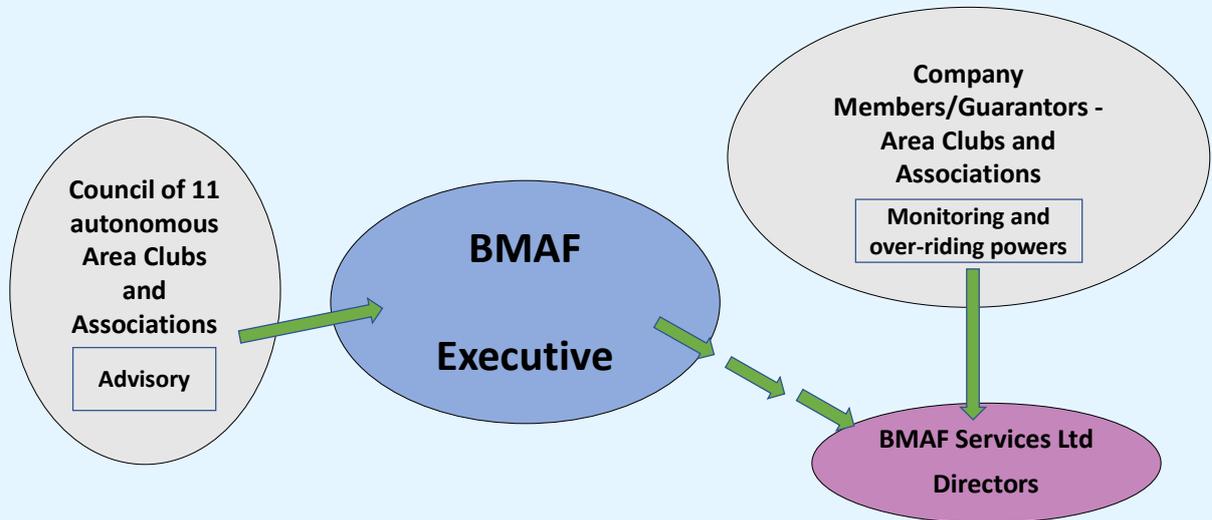


**plus subsidiary company**

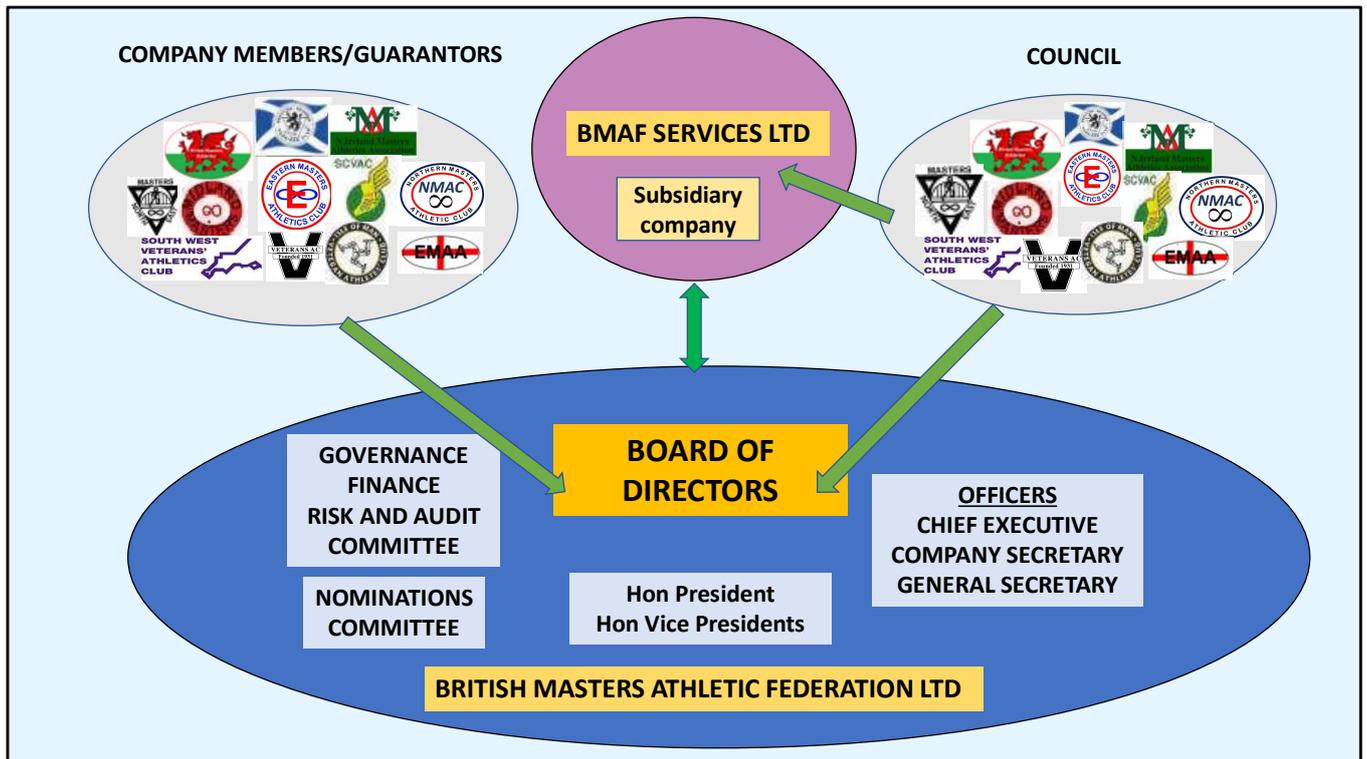


**BMAF Services Ltd**

## EXISTING STRUCTURE



1. Existing Federation structure controlled by an elected Executive
2. Council of representatives from all Area Clubs. Executive required to consult and have a responsibility to monitor activities of Executive
3. BMAF Services is a separate company with no legal link to the Federation
4. The clubs are Company Members/Guarantors of the Company



1. Structure of proposed new company British Masters Athletic Federation Ltd
2. The purpose of the structure is to split the BMAF into two parts, the top company is intended to look after all the company business side while BMAF Services will look after the athletics side and not be distracted by matters that they don't have the knowledge to deal with. The idea is to have the right people doing the most appropriate job
3. It will be run by a Board of Directors. The Directors role will be to take on the 7 legal duties associated with being a company director and take responsibility for the Company striving to meet its objects as set out in the Articles of Association. This will involve taking the major strategy decisions such as deciding on priorities, considering governance, finance and areas of risk and setting parameters for those responsible for implementation of the athletic operation. This will take pressure away from everyone in BMAF Services. If the company was not split, many of these responsibilities would become extras for those responsible for implementation.
4. However, the Area clubs and EMAA have involvement through a Council , the same as in the existing set up and by being Company Members who carry the liabilities of the company subject to a £1 maximum per member

## BMAF Ltd – Key Features

**Limited by  
guarantee**

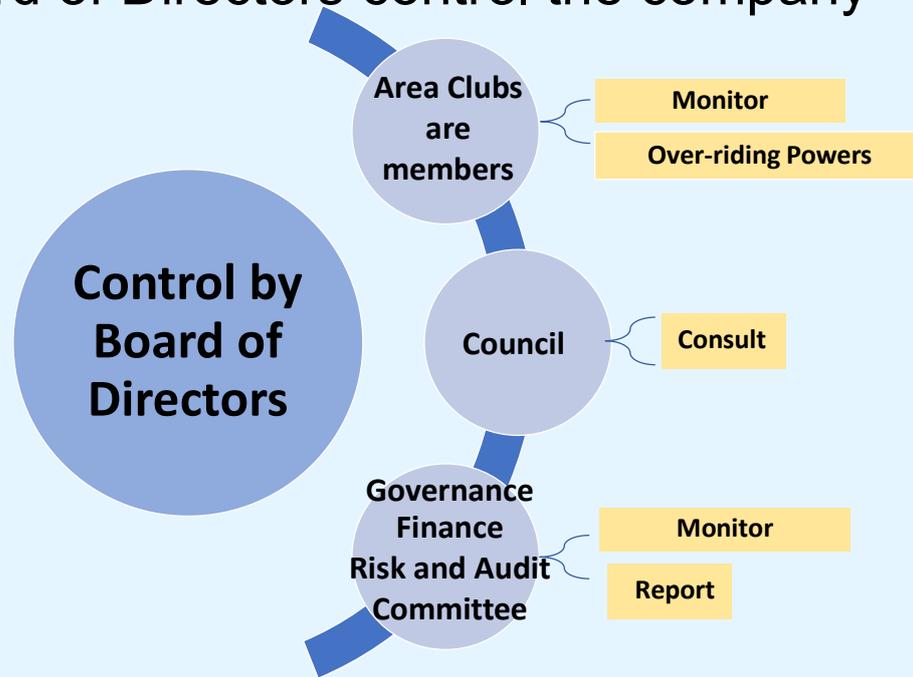
**Legal identity**

**Not for profit**

**Companies  
Act  
governance**

1. The proposed company is being set up as a company by limited guarantee with company members who give a guarantee of a maximum of £1 per member rather than a company with shareholders
2. The important point is that being a company gives the BMAF a legal identity which enables it to enter into legal contracts, makes banking arrangements easier and the type of organisation preferred by sponsors. It is the same type of company used by all sports governing bodies such as UKA and the Home Country Athletic Federation.
3. It will be not for profit with any profit earned ploughed back into the company to help it meet its objects. A not for profit company brings corporation and VAT advantages
4. Because it will be set up and managed in accordance with the Companies Act it will mean that the BMAF will need to meet higher standards of governance

## Board of Directors control the company



1. The Board of Directors control the company but do not get involved in the athletic operation other than in an oversight role.
2. However, the Board are monitored and receive advice from the Area clubs who are both company members/guarantors and also form the Council together with EMAA.
3. There is further monitoring from a Governance, Finance, Risk and Audit Committee.

## BMAF Ltd – Election of Directors

- Directors elected by Company Members after scrutiny by Nominations Committee at AGM
- 3 yr appointment (except chairman, 2 non-executive, CEO first appointment only 2 years)
- Maximum 8 directors



1. The directors will be elected by the company members. Potential directors will be scrutinised by a Nominations Committee who will be responsible for ensuring that they meet the requirements of the Companies Act and have an appropriate background to fulfil the duties of being a Company Director.
2. Appointments are for 3 years but to ensure we do not lose everyone at the same time, The first appointments of 4 of the directors will be just for 2 years.
3. At this stage we do not know for certain what we will need so there are 3 optional appointments that the Board will decide if they are needed.

## **BMAF Ltd – Officers**

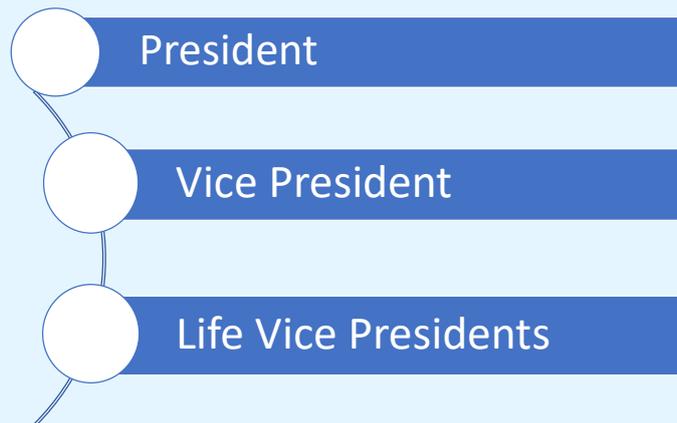
Optional appointments at discretion Directors



1. We will need some professional appointments particularly in the area of finance and company secretarial where we might need to pay for their services.

## BMAF Ltd – Officers

As per existing Constitution



1. No changes are intended to be made from those in the existing constitution in respect of the President, Vice President and Life Presidents.

## BMAF Ltd – Articles

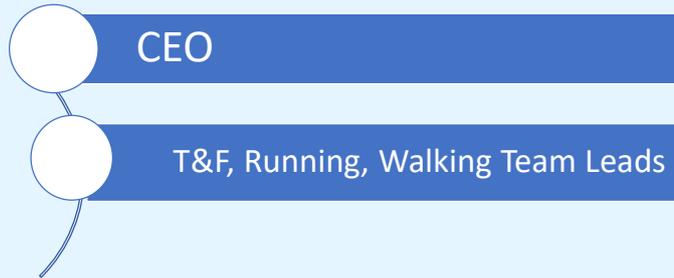


1. Most of the articles relate to organisational matters and follow the requirements in Companies Act guidance.
2. The objects of the company are mostly the same as per the existing constitution with a few tweaks to bring it into line with what is actually happening. For example the WMA are now staging mountain, trail and ultra championships. The BMAF is required to verify **the age and nationality requirement of** those GBR athletes who want to participate in such championships even though we do not cater for such events. UKA have sought our help as they do not have a capability to do it themselves. We are, therefore, creating a special group of non-voting affiliate members to enable us to do this.
3. We are expanding what we put into writing with a Disciplinary Policy to cater for the fact that we have no athlete members and cannot currently discipline them. We are adopting most of the UKA policies but need to go through them to ensure that they are fully appropriate for masters and override sections if appropriate.



## BMAF Services Ltd – Officers

Elected by members of Area clubs at annual athletes and officers meeting



1. Area Club athletes will not be deprived of their current ability to elect those responsible for managing all the athletic areas. The activity leads will be elected just as they are now at an annual athletes and officials meeting. The CEO will also be elected but as they will become a Director of the main company that appointment will also need to be confirmed by the Nominations Committee and the Board of Directors

## **Proposal to the 2022 AGM**

The Executive should continue to progress the move of the Federation from an unincorporated body to a company by limited guarantee.

Choice:

■ **Yes**

■ **No**

It shall present to all clubs, associations and their members at least 30 days before an EGM all the papers needed for the EGM to make an informed decision to wind up the BMAF and transfer its finances and operations to BMAF Ltd and BMAF Services Ltd. They shall include:

1. Draft Articles for the main company
2. Draft of the main clauses in the byelaws (the new directors will need to add some of their own as to how they plan to manage the Board and Committees)
3. Policies
4. Rules of competition.
5. Although the EGM will not have the legal power to change anything that will be in the new revised Articles of BMAF Services, the draft of the changes will be included to give the full picture. The Members of BMAF Services, the majority of whom are the clubs and associations, will have to approve the changes. The Council will also become a consultative body to BMAF Services in the same way as for the main company.

The Executive shall continue to discuss with the Council all of the papers to obtain their input.