

Company number:

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE FELL RUNNERS ASSOCIATION LIMITED

DEFINITIONS AND INTERPRETATION

1. In these Articles:

"**Act**" means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

"**Articles**" mean these articles of association of the FRA;

"**Association**" means the Fell Runners Association, an unincorporated association;

"**Clear Days**" in relation to the period of a notice means the period excluding the day on which the notice is given or deemed to be given and the day on which it is to take effect;

"**Committee Member**" means a member of the Executive Committee;

"**Executive Committee**" means the group of Members who manage the FRA;

"**FRA**" means The Fell Runners Association Limited which is a company incorporated under the Act as a company limited by guarantee and not having a share capital which is regulated by these Articles;

"**Member**" means a member of the FRA being either:

- (a) someone who as such is bound by the undertaking to contribute on the winding up of the FRA; or
- (b) an honorary or life member;

"**Rules**" means the Rules for Competition of UKA;

"UKA" means UK Athletics; and

"United Kingdom" means Great Britain and Northern Ireland.

Words importing the masculine gender only shall include the feminine gender. Words importing the singular number only shall include the plural number, and vice versa.

Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

LIABILITY OF MEMBERS

2. The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the FRA in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
 - (a) payment of the FRA's debts and liabilities contracted before he ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

OBJECTS

3. The FRA is established for the following objects (the "Objects"):
 - (a) to accept a transfer of the operations and affairs, assets and liabilities of the Association and to become the successor body to the Association;
 - (b) to encourage and promote fell running and allied mountain races having due regard to the environmental and other impacts of the sport;
 - (c) to provide services to competitors, clubs and race organisers;
 - (d) to establish, uniform regulations for the conduct of competitors, clubs and race organisers; and
 - (e) to observe the Rules in so far as they concern fell running.

MEMBERS

4. The Members of the FRA shall comprise those individuals who apply for membership and are amateurs as defined by the Rules.
5. Immediately after the FRA completes the transfer to it of the operations and affairs of the Association, all persons who are at that time members of the Association (ordinary members and life members) shall automatically become either Members of the FRA until 31 December 2012 or life Members of the FRA as appropriate, subject to payment by ordinary members of the relevant membership subscription.

6. Save as provided in article above, every person who wishes to become a Member of the FRA shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
7. The Executive Committee may in their absolute discretion permit any Member to resign provided that after such resignation the number of Members is not less than one.
8. If any Member fails to pay any subscription due by him or her within 6 months of the due date, their membership of the FRA will automatically lapse.
9. The level of membership subscription shall be decided at a General Meeting and shall be due annually on 1st January. New Members who join after 1st October shall only be required to pay the following year's subscription.

GENERAL MEETINGS

10. The FRA shall hold an annual general meeting on a date before 30th November each year (in addition to any other meetings in that year) and shall specify the meeting as such in the notices calling it. No more than 15 months shall elapse between the date of one annual general meeting of the FRA and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall determine but where possible shall be convenient to a major fixture in the FRA calendar. An annual general meeting shall be called on at least 21 Clear Days' notice.
11. The Executive Committee may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall proceed to convene a general meeting for a date not later than 8 weeks after the receipt of the requisition.

NOTICE OF GENERAL MEETINGS

12. Notice of the annual general meeting of the FRA will be published in "*The Fellrunner*" magazine and be posted on the FRA's website at www.fellrunner.org.uk. Clubs shall receive notice via the relevant area of England Athletics. All other general meetings shall be called by at least 14 Clear Days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given to all the Members and to the Executive Committee.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Twenty persons entitled to vote upon the business to be transacted, each being a Member or a duly authorised proxy of a Member, shall constitute a quorum provided always that where the FRA has a total number of Members fewer than twenty, the quorum shall be such total number of Members being present either in person or by proxy.
14. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine, and at such meeting the number of Members present shall be a quorum.

15. Each Member has the right to appoint a proxy in accordance with section 324 of the Act.
16. The business to be transacted at the annual general meeting may include some of all of the following:
 - (a) consideration and approval of the Chairman's report for the previous year;
 - (b) consideration and approval of the General Secretary's report for the previous year;
 - (c) consideration and adoption of the Accounts for the previous year and any report of the auditor;
 - (d) the election of officers;
 - (e) the election of an Executive Committee;
 - (f) the appointment of an auditor;
 - (g) such other business as may be specified in the notice convening the meeting or received by the General Secretary in accordance with the terms of the notice; and
 - (h) any proposed amendment to the Articles.

After the conclusion of the business of an annual general meeting, Members will be able to participate in an open discussion about fell running. The purpose of this open discussion is for Members to express views on any aspect of the sport and to raise matters for consideration by the Executive Committee.

17. The Chairman of the Executive Committee shall chair each general meeting. If he or she shall not be present, the Members present may elect a chairman to chair the general meeting.
18. The chairman, if any, may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least 7 Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
19. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least one Member having the right to vote at the meeting.

Once a poll has been demanded, the procedure for the conduct of the poll shall be determined by the chairman of the meeting.

VOTES OF MEMBERS

20. On the show of hands every individual Member present in person shall have one vote. On a poll every individual Member present in person or by proxy shall have one vote. English clubs affiliated to England Athletics have the right to two votes each provided they have given the relevant notice as detailed in the notice of the meeting of the identity of their representative who they wish to be present at a general meeting.
21. No Member shall be entitled to vote at any general meeting unless all sums then due and payable by him to the FRA have been paid.

EXECUTIVE COMMITTEE

22. The FRA shall have an Executive Committee (each member of which shall be a member of a club affiliated to UKA) comprising:
 - (a) the following officers, elected at an annual general meeting:
 - (i) Chairman;
 - (ii) General Secretary;
 - (iii) Assistant Secretary;
 - (iv) Treasurer;
 - (v) Membership Secretary;
 - (vi) Fixtures Secretary;
 - (vii) Magazine Editor;
 - (viii) Statistician;
 - (ix) Website Officer;
 - (x) Environment and Access Officer;
 - (xi) Junior Co-ordinator;
 - (xii) International Selection Committee Chair;
 - (xiii) Coaching Co-ordinator;
 - (xiv) Championships Co-ordinator;
 - (xv) Welfare Officer; and
 - (xvi) Representative to UKA Mountain Running Advisory Group,

and a majority of these officers must have competed in three category "A" fell races in the two years prior to their election;

- (b) four members elected at the annual general meeting from English clubs affiliated to England Athletics. All must have competed in three category "A" fell races in the two years prior to election; and
 - (c) four members elected at the annual general meeting from the Members of the FRA. All must have competed in three category "A" fell races in the two years prior to election.
23. Subject to article below, Committee Members required by article shall be elected at the annual general meeting. If there remains any vacancy in any office after any annual general meeting, the Executive Committee may fill this vacancy at any time. Any member of the Executive Committee appointed to fill any vacancy shall hold office until the next following annual general meeting.
24. At such time as the FRA completes the transfer to it of the operations and affairs of the Association, those persons who are members of the executive committee of the Association shall be deemed to be appointed to the Executive Committee and shall hold office until the next annual general meeting.

TERM OF OFFICE

25. The term of office for any Committee Member shall be one year or until the date of the next annual general meeting, whichever shall be later. Subject to remaining eligible to be a Member, any Executive Committee Member may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

26. A Committee Member shall cease to hold office if he resigns his office by notice to the FRA (but only if at least 2 Committee Members will remain in office when the notice of resignation is to take effect).
27. Where a Committee Member resigns his office, he or she shall give written notice of such resignation to the General Secretary.

DISQUALIFICATION OF COMMITTEE MEMBERS

28. No person shall be qualified to be a Committee Member unless he is aged 18 or over at the date of his election or appointment.
29. A Committee Member shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
30. A Committee Member shall cease to hold office if he is absent without the permission of the Executive Committee from all their meetings held within a period of 12 months and the Executive Committee resolve that his office be vacated.
31. A person shall be disqualified from holding or continuing to hold office as an Executive Committee Member if:

- (a) he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged and the bankruptcy order has not been annulled or rescinded; or
 - (b) he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
32. A person shall be disqualified from holding or continuing to hold office as an Committee Member at any time when he is subject to a disqualification order under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
33. A Committee Member shall cease to hold office if he is removed in accordance with section 168 of the Act.
34. Where, by virtue of the Articles a Committee Member becomes disqualified from holding, or continuing to hold office, and he is, or is proposed, to become a Committee Member, he shall upon becoming so disqualified give written notice of that fact to the General Secretary.

SECRETARY

35. The General Secretary appointed under article shall be the secretary of the FRA.

CHAIRMAN OF THE EXECUTIVE COMMITTEE

36. The Chairman elected under article shall chair each meeting of the Executive Committee. If the Chairman is not present at any meeting of the Executive Committee, those members of the Executive Committee present shall elect one of their number to chair that meeting.

POWERS OF EXECUTIVE COMMITTEE

37. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the affairs of the FRA shall be managed by the Executive Committee who may exercise all the powers of the FRA. No alteration of the Articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Executive Committee by the Articles and a meeting of the Executive Committee at which a quorum is present may exercise all the powers exercisable by the Executive Committee.
38. In addition to all powers expressly conferred upon them by virtue of article 37 above and without detracting from the generality of such powers, the Executive Committee shall have the following powers, namely:
- (a) to determine the terms of membership, to prescribe conditions and classes of membership and to regulate the conduct of Members;

- (b) to expend the funds of the FRA in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the FRA any part of the funds as they may see fit and to direct the sale of any such investments and to expend the proceeds of any such sale in furtherance of the Objects; and
 - (c) to enter into contracts on behalf of the FRA.
39. The Executive Committee shall exercise their powers and functions to:
- (a) draw up rules, bye-laws and regulations for fell-running which in all cases shall not contravene the rules of UKA;
 - (b) call an annual general meeting within eleven months of the end of the Association's financial year and to arrange for the calling of extraordinary general meetings;
 - (c) control the financial affairs of the FRA and arrange for the publication of an Annual Financial Statement, duly audited (if necessary) and in time to be presented to Members at the annual general meeting;
 - (d) inquire into, consider and deal with matters referred to them for investigation. (an appeal against a decision of the Executive Committee may be made to UKA);
 - (e) form sub-committees from its Members to deal with any particular aspect of fell-running;
 - (f) appoint additional specialist officers from outside the Executive Committee and to co-opt up to four extra members. These specialist officers and members, not having been elected at the annual general meeting, shall not have a vote; and
 - (g) make recommendations on any matter pertaining to the Objects.
40. Any bank account in which any part of the assets of the FRA is deposited shall be operated by the Executive Committee and shall indicate the name of the FRA. All cheques and orders for the payment of money from such account shall be signed in accordance with a mandate approved by the Executive Committee.

COMMITTEE MEMBERS' EXPENSES

41. The Committee Members shall be paid all reasonable and proper out of pocket travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of the Executive Committee or general meetings or otherwise in connection with the discharge of their duties (subject to such receipts or other appropriate evidence of such expenses being provided), but shall otherwise be paid no remuneration.
42. Subject to articles 56 to 58 inclusive no Committee Member shall take or hold any interest in property belonging to the FRA or be interested otherwise than as a Member

in any contract to which the FRA is a party. No Committee Member shall receive remuneration in connection with their role and/or duties as a Committee Member.

THE MINUTES

43. The minutes of the proceedings of meetings of the Executive Committee shall be drawn up and entered into a book kept for the purpose by the person acting as secretary for the purposes of the meeting and shall be signed (subject to the approval of the Executive Committee) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- (a) all appointments of officers made by the Executive Committee; and
 - (b) all proceedings at meetings of the Executive Committee including the names of the Committee Members present at each such meeting.

DELEGATION

44. Subject to the Articles, the Executive Committee may delegate any of their powers or functions to any sub-committee. Any such delegation may be made subject to any conditions the Executive Committee may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
45. Where any function of the Executive Committee has been delegated to or is otherwise exercisable by a Committee Member, or a sub-committee established by them, any Committee Member or sub-committee to whom a function of the Executive Committee has been so delegated or who has otherwise exercised a function of the Executive Committee shall report to the Executive Committee in respect of any action taken or decision made with respect to the exercise of that function at the meeting of the Executive Committee at the next meeting of the Executive Committee immediately following the taking of the action or the making of the decision.
46. The constitution, membership and proceedings of any sub-committee of the Executive Committee shall be determined by the Executive Committee. The establishment, terms of reference, constitution and membership of any sub-committee of the Executive Committee shall be reviewed at least once in every 12 months. The membership of any sub-committee of the Executive Committee may include persons who are not Committee Members, provided that a majority of Members of any such sub-committee shall be Committee Members. The Executive Committee may determine that some or all of the members of a sub-committee who are not Committee Members shall be entitled to vote in any proceedings of the sub-committee. No vote on any matter shall be taken at a meeting of a sub-committee of the Executive Committee unless the majority of members of the sub-committee present are members of the Executive Committee.

MEETINGS OF THE EXECUTIVE COMMITTEE

47. Subject to the Articles, the Executive Committee members may regulate their proceedings as they think fit. Meetings of the Executive Committee shall be held not less than four times each calendar year. Members may attend meetings of the Executive Committee as observers and may speak at such meetings but may not vote.

If any business at a meeting of the Executive Committee is deemed confidential, then any Member attending as an observer will be required to leave the meeting whilst such matter is discussed.

48. The Executive Committee may, where it thinks fit, and shall upon a requisition by notice in writing given to the secretary by not less than 5% of the Members, convene an extraordinary meeting of Members within two months of a valid requisition. Not less than one calendar month's notice of such a meeting may be given.
49. The quorum for a meeting of the Executive Committee, and any vote on any matter at such meetings, shall be any 8 members of the Executive Committee present in person.
50. The Executive Committee may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members is less than the number fixed as the quorum, the continuing Executive Committee members may act only for the purpose of filling vacancies or of calling a general meeting.
51. Subject to the Articles, every question to be decided at a meeting of the Executive Committee shall be determined by a majority of the votes of the Committee Members present and voting on the question.
52. Where there is an equal division of votes the Chairman or, as the case may be, the person who is acting as chairman for the purposes of the meeting shall have a second or casting vote.
53. The proceedings of the Executive Committee shall not be invalidated by:
 - (a) any vacancy among their number, or
 - (b) any defect in the election, appointment or nomination of any Committee Member.
54. A resolution in writing, signed by all the Committee Members entitled to receive notice of a meeting of the Executive Committee or of a sub-committee of the Executive Committee, shall be valid and effective as if it had been passed at a meeting of the Executive Committee (or as the case may be) a sub-committee of the Executive Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the relevant members.
55. Any Committee Member shall be able to participate in meetings of the Executive Committee by telephone provided that he has given notice of his intention to do so detailing the telephone number on which he can be reached at the time of the meeting at least 48 hours before the meeting and provided that the Executive Committee has access to the appropriate equipment.

CONFLICT OF INTERESTS

56. The FRA shall not enter into any contract or arrangement where a Committee Member has a duty or pecuniary interest (direct or indirect) which conflicts or may conflict with it, without complying with article 58. Any Committee Member who has

any such duty or pecuniary interest shall disclose that fact to the Executive Committee as soon as he becomes aware of it.

57. Without limitation to the generality of article 56, a Committee Member shall be treated as having a pecuniary interest in a contract or proposed contract or other arrangement with the FRA if:
- (a) he is a director or a member holding more than 1 per cent of the issued share capital of a company with which the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (b) he is a partner in a partnership or member of an unincorporated association or any other body with whom the contract or arrangement was made or is proposed to be made or which has a direct pecuniary interest in the matter under consideration; or
 - (c) he, or a partner of his, is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the matter under consideration.
58. Without limitation to the generality of article 56, whenever a Committee Member has an interest, whether pecuniary or non-pecuniary in a matter to be discussed at a meeting of the Executive Committee or a committee, the Committee Member concerned must:
- (a) declare an interest at the point when or before discussion begins on the matter;
 - (b) withdraw from the meeting for that item;
 - (c) not be counted in the quorum for that part of the meeting; and
 - (d) withdraw during the vote and have no vote on the matter.

PATRONS AND HONORARY POSTS

59. The Executive Committee may from time to time appoint any person whether or not a Member of the FRA to be a patron of the FRA or to hold any honorary position and may determine for what period he is to hold such position. Unless entitled by another office that he holds, a patron or person holding an honorary post may attend meetings and will be entitled to one vote on a show of hands and one vote on a poll.

ACCOUNTS

60. Accounts shall be prepared in accordance with the provisions of the Act.

NOTICES

61. Any notice to be given to or by any person pursuant to the Articles shall be in writing. Notices of general meetings will be given in "*The Fellrunner*" magazine and by posting them on the FRA's website at www.fellrunner.org.uk.

62. A notice may be given by the FRA to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the FRA an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the FRA.
63. A Member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INSURANCE

65. Subject to the provisions of the Act, the FRA may purchase and maintain insurance at the expense of the FRA for the benefit of any Member, member of the Executive Committee, officer or auditor of the FRA against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Member, member of the Executive Committee, officer or auditor.

DISSOLUTION

66. The FRA shall be dissolved if at any General Meeting a resolution for the dissolution of the FRA is passed by at least three-quarters of those Members present and who vote thereon. If upon dissolution of the FRA there remains, after the satisfaction of debts and liabilities, any property whatsoever, such property will be distributed equally amongst the Members of the FRA.