

Company number:

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

RUNFURTHER 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 Runfurther;

"**Association**" means the Runfurther 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 Runfurther;

"**Runfurther**" means Runfurther 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 Runfurther being someone who as such is bound by the undertaking to contribute on the winding up of Runfurther;

"**Rules**" means the Rules of Runfurther;

"**UKA**" means UK Athletics; and

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 Runfurther 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 Runfurther'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. Runfurther 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 support ultra distance fell running and off-road races having due regard to the environmental and other impacts of the sport;
 - (c) to provide services to ultra runners and race organisers;
 - (d) to establish and promote one or more annual competition for ultra runners based on participation in designated events; and
 - (e) to promote the participation in such events by runners of all abilities.

MEMBERS

4. The Members of Runfurther shall comprise those individuals who apply for membership and are amateurs as defined by UKA Rules and who fulfil the membership requirements as defined in Runfurther rules.
5. Immediately after Runfurther completes the transfer to it of the operations and affairs of the Association, all persons who are at that time members of the Association shall automatically become Members of Runfurther until 31

December 2014 in the appropriate membership category and subject to meeting the membership requirements or, in the case of Honorary members, for a term of 5 years.

6. Save as provided in article 5 above, every person who wishes to become a Member of Runfurther shall do so by signing a written consent to become a Member or by email.
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 meet the membership requirements as defined in the Rules their membership of Runfurther will automatically lapse.
9. A member may also be removed from membership by a resolution of the E.C. that it is in the best interests of the Company that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 days' notice in writing of the meeting of the E.C. at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.
10. In the event of membership being terminated by resolution of the E.C the member may appeal to a General Meeting of members provided that such an appeal is notified to the Secretary in writing within 21 days of the E. C.s decision.
11. The Secretary on receiving such a request shall call a meeting within 8 weeks or on such an alternative date as agreed by the member giving 21 days notice of the meeting.
12. A member whose membership has been terminated may only re-join with the express consent of a members meeting. On receiving an application from such a member the Secretary shall report the application to the next available General Meeting where it will appear as an agenda item.

GENERAL MEETINGS

13. Runfurther shall hold an annual general meeting on a date before 31 December 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 Runfurther 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 practicable shall be convenient to an appropriate race fixture.

14. 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.

NOTICE OF GENERAL MEETINGS

15. Notice of the annual general meeting and of general meetings of Runfurther will be published on the Runfurther website at www.runfurther.com, the Runfurther Facebook page and sent by email to all those members who have supplied an email address and by post for those for whom no email address has been supplied.
16. At least 21 Clear Days' notice shall be given for the annual general meeting.
17. 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

PROCEEDINGS AT GENERAL MEETINGS

18. 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. Ten 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 Runfurther has a total number of Members fewer than ten, the quorum shall be such total number of Members being present either in person or by proxy.
19. 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.
20. Each Member has the right to appoint a proxy in accordance with section 324 of the Act.
21. 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;
- (h) any proposed amendment to the Articles; and
- (i) the race programme for the succeeding year.

After the conclusion of the business of an annual general meeting, Members will be able to participate in an open discussion about ultra 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.

- 22. 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.
- 23. 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.
- 24. 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

25. On the show of hands or on a poll every individual Member present in person or by proxy shall have one vote.
26. No Member shall be entitled to vote at any general meeting unless he has fulfilled the membership requirements specified in the rules.

EXECUTIVE COMMITTEE

27. Runfurther shall have an Executive Committee (each member of which shall be a member fulfilling the membership requirements specified in the Rules for ordinary members) comprising:
 - (a) the following officers, elected at an annual general meeting:
 - (i) Chairman;
 - (ii) General Secretary;
 - (iii) Assistant Secretary;
 - (iv) Treasurer;
 - (v) 2 other members
28. Subject to article 29 below, Committee Members required by article 27 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.
29. At such time as Runfurther 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

30. 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

31. A Committee Member shall cease to hold office if he resigns his office by notice to Runfurther (but only if at least 2 Committee Members will remain in office when the notice of resignation is to take effect).
32. 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

33. 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.
34. 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.
35. 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.
36. 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.
37. 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).
38. A Committee Member shall cease to hold office if he is removed in accordance with section 168 of the Act.
39. 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

40. The General Secretary appointed under article 21 shall be the secretary of Runfurther.

CHAIRMAN OF THE EXECUTIVE COMMITTEE

41. The Chairman elected under article 22 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

42. Subject to the provisions of the Act, the Articles and to any directions given by special resolution, the affairs of Runfurther shall be managed by the Executive Committee who may exercise all the powers of Runfurther. 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 42 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.
43. In addition to all powers expressly conferred upon them by virtue of article 42 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 Runfurther in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Runfurther 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 Runfurther.
44. The Executive Committee shall exercise their powers and functions to:
- (a) draw up rules for Runfurther and the competitions organised which in all cases shall not contravene the rules of UKA where such competitions take place under the auspices of UKA;
 - (b) call an annual general meeting within twelve months of the end of the Company's financial year and to arrange for the calling of extraordinary general meetings;

- (c) control the financial affairs of Runfurther 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;
 - (e) form sub-committees from its Members to deal with any particular aspect of Runfurther's activities;
 - (f) to co-opt up to three extra members. These 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.
45. (a) members may, by special resolution, direct the Executive Committee to take, or refrain from taking, specified action;
- (b) no such special resolution invalidates anything which the Executive Committee has done before the passing of the resolution.
46. Any bank account in which any part of the assets of Runfurther is deposited shall be operated by the Executive Committee and shall indicate the name of Runfurther. 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

47. The Committee Members shall be reimbursed for all expenditure costs they incur on behalf of Runfurther (excluding travel and accommodation costs) provided that it has been approved by the Executive Committee and subject to such receipts or other appropriate evidence of such expenditure being provided, but shall otherwise be paid no remuneration. A summary of any such expenses payments will be explicitly included in the Treasurer's report to the annual general meeting.
48. Subject to articles 60 to 62 inclusive no Committee Member shall take or hold any interest in property belonging to Runfurther or be interested otherwise than as a Member in any contract to which Runfurther is a party. No Committee Member shall receive remuneration in connection with their role and/or duties as a Committee Member.

THE MINUTES

49. Minutes will be kept of the proceedings of general meetings and meetings of the Executive Committee by the person acting as secretary for the purposes of

the meeting and shall be signed (subject to the approval of the members or Executive Committee as appropriate) 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 general meeting or Executive Committee as appropriate; and
- (b) all proceedings at meetings including the names of those present at each such meeting, the decisions made at the meeting and, where appropriate, the reasons for the decision.

DELEGATION

- 50. 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.
- 51. 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.
- 52. 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

- 53. 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.

54. The quorum for a meeting of the Executive Committee, and any vote on any matter at such meetings, shall be any 3 members of the Executive Committee present in person.
55. 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.
56. 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.
57. 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.
58. 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.
59. 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, or email confirmation of agreement by such members, 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.

CONFLICT OF INTERESTS

60. Runfurther 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 62. 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.
61. Without limitation to the generality of article 60, a Committee Member shall be treated as having a pecuniary interest in a contract or proposed contract or other

arrangement with Runfurther 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.
62. Without limitation to the generality of article 60, 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

HONORARY MEMBERS

63. By resolution of a general meeting Runfurther may from time to time appoint any person, whether or not a Member of Runfurther, to be an honorary member and may determine for what period he is to hold such position. Unless already entitled by another office that he holds, a 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

64. The Executive Committee must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued and adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

65. The Executive Committee must keep accounting records as required by the Act. Copies of the accounts may be made available to members via the Company's website or as a paper copy to every member. If via the website, individual members will be supplied with a paper copy if they so request.

NOTICES

66. Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
67. Subject to the articles, any notice or document to be sent or supplied to an EC member in connection with the taking of decisions by the Executive Committee may also be sent or supplied by the means by which the EC member has asked to be sent or supplied with such notices or documents for the time being.
68. Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
 - (b) must be given in electronic form.
69. The company may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form at the members address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
70. A member who does not register an address with the company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the company.
71. A member present in person at any meeting of the company shall be deemed to have received notice of the meeting and the purpose for which it was called
72. (a) proof that an envelope containing a notice was properly addressed,

prepaid and posted shall be conclusive evidence that the notice was given;

- (b) proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.
73. In accordance with section 1147 of the Act notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic form of communication, 48 hours after it was sent.

INSURANCE

74. Subject to the provisions of the Act, Runfurther shall purchase and maintain insurance at the expense of Runfurther for the benefit of any member of the Executive Committee, officer or auditor of Runfurther 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 of the Executive Committee, officer or auditor.

DISSOLUTION

75. Runfurther shall be dissolved if at any General Meeting a resolution for the dissolution of Runfurther is passed by at least three-quarters of those Members present and who vote thereon. If upon dissolution of Runfurther there remains, after the satisfaction of debts and liabilities, any property whatsoever, such property will be distributed in any of the following ways:
- (a) directly for the objects; or
 - (b) by transfer to any other organisation for purposes similar to the objects; or
 - (c) if neither of the above is possible, be distributed equally amongst the Members of Runfurther.

Memorandum of Association

Each subscriber to these articles of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each Subscriber
Nicholas Ham	
Karen Nash	
Andrew Robinson	
Richard Scroop	

Date: