

Amended Articles of Association

External legal firm (Hugh James) was commissioned by Welsh Athletics to conduct a light-touch legal compliance review of the company's Articles of Association (as adopted in 2023 AGM).

The independent legal review identified several minor amendments to enhance clarity and ensure compliance, alongside general tidy-up revisions and insertion of new standard articles.

The legal firm drafted revised articles incorporating the recommended amendments.

The directors propose, the general meeting:

Accept the legal review recommendations and adopt amended articles (2025 AGM)

Summary of amendments to Articles of Association		Article(s)
Correction	Four articles referenced incorrect paragraphs within the articles.	1.7, 1.12, 1.15, 1.16
Defined terms, including	Welsh Athletics, replaced with 'the Company' per the defined terms	3.12(3), 3.16(5), 3.16(6), 7.9(3)
	Annual General Meeting – term defined for clarity, distinct from Extraordinary and General Meetings	throughout document
	Appointment Panel – clarified to defined term	10.5(1)
	Representative – clarified to defined term	3.5(1), 3.10(4) and 3.10(5)
Drafting	Description of a club being an 'affiliated athletics' removed as already within definition of a Club.	Article 3.5(1)
	The use of "persons" changed to Representatives to avoid uncertainty and for consistency in articles	3.7(2) and 3.7(2)(i):
	Replace " <i>person to represent that Association</i> " with " <i>person entitled to be a representative</i> " to remove potential ambiguity.	3.7(6)
	'registered members' of clubs replaced with the defined term 'registered athletes' for clarity in how voting rights are determined for each club and how terminations are managed.	3.12 – voting rights 3.15(2), 3.5(1) 3.16(5) – termination
	Stylistic, not legal change "not" replaced with "no"	3.18(2)
	Square brackets removed, to avoid ambiguity	10.3(2)
Additions	Expand article to ensure that an eligible body may continue to be fully represented at general meetings in scenarios where the individual representative member has been removed.	3.11(1), extend to cover: 3.10(4) – stops membership 3.10(6) – removed
	Insert new provision - the company members limit of financial liability (each member limited to £1)	Insert at end of Article 3
	Insert new provision - how remaining funds and assets are treated on winding up or dissolution of the company.	Insert as new, Article 28

For reference: Proposed insertion of new provisions

The company members limit of financial liability (each member limited to £1)

- 3.19. *The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member, for:-*
- 3.19.1. *payment of the Company's debts and liabilities contracted before they cease to be a member,*
- 3.19.2. *payment of the costs, charges and expenses of winding up, and*
- 3.19.3. *adjustment of the rights of the contributories among themselves.*

How remaining funds and assets are treated on winding up or dissolution of the company.

- 28.1. *In the event of a winding up or other dissolution of the Company, any funds and assets remaining after satisfaction of its debts and liabilities and the costs of any winding up or other dissolution:-*
- 28.1.1. *may not be paid or distributed to the members; and*
- 28.1.2. *must be transferred to one or more entities (whether incorporated or unincorporated) that:-*
- 28.1.2.1. *have the principal purpose of the administration and development of athletics in Wales; and*
- 28.1.2.2. *have restrictions on the application of their property (including, without limitation, any dividend, bonus or other distribution of any kind whether as income or capital or in the form of cash or otherwise) at least equivalent to the restrictions applicable under these Articles.*
- 28.2. *If that is not possible, they shall be transferred to or applied towards some other purpose or purposes that are charitable in the promotion of sport in Wales under the law of England and Wales.*

End.