

BYELAWS OF WELSH ATHLETICS LTD

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1 AUTHORITY FOR BYELAWS

- 1.1 Authority for these Byelaws is given in Article 23 of the Articles of Association of Welsh Athletics Ltd. Overall responsibility for Welsh Athletics Ltd rests with the Board of Directors.
- 1.2 All reference to Articles contained within these byelaws relate to the Articles of Association of Welsh Athletics Limited.
- 1.3 Any proposed changes would be overseen by a delegated sub-group of the Board of Directors.

2 MEMBERSHIP

- 2.1 Details of Membership of Welsh Athletics Limited, including membership rights, are contained in Article 3.
- 2.2 Procedure to gain Membership
 - 2.2.1 Any person representing an athletics club or representing an organisation, or any individual wishing to become a Member of Welsh Athletics Limited shall make application to the company secretary on an official application form which shall include an undertaking to accept the objects of the Company and to observe the laws and rules of the Governing Body of Athletics in the UK.
 - 2.2.2 Provided that the necessary procedure has been followed, the application will be accepted or rejected and ratified by the board.
- 2.3 Termination of Membership
 - 2.3.1 The Welsh Athletics Board of Directors has authority to discontinue a membership for any of the following reasons:
 - a) The organisation represented by the Member dissolves or ceases to operate.
 - b) A notice is sent to the Company Secretary stating that a Member wishes to resign from membership of Welsh Athletics Limited or terminate membership at the end of the financial year, and the notice is accepted by the Board of Directors
 - c) There are fewer than 10 registered individuals in the organisation represented by the Member.
 - e) The Member is expelled by his club for non-payment of subscriptions or any other reasons.
 - 2.3.2 Associated Status Members may terminate membership by informing the Company Secretary in writing. The Board of Directors shall consider any notice of resignation at its next meeting.

2.3.3 Associated Status Members may be expelled for non-payment of subscriptions or any other reason.

2.4 Re-instatement

2.4.1 Members may seek re-affiliation one year after their date of expulsion.

2.5 Registration

2.5.1 All athletes who wish to compete under the jurisdiction of Welsh Athletics Limited must be registered either with Welsh Athletics Ltd or with a recognised home country membership scheme.

2.5.2 Athletes who are members of a Club affiliated to Welsh Athletics Ltd register through that club.

2.5.3 Athletes with the necessary eligibility qualification may compete in National Championships and/or Regional Championships and, if selected, representative matches and International Fixtures.

2.5.4 Coaches, officials (both technical and non-technical), team managers and volunteers must register in order to ensure that they are covered by the Company's insurance policy.

3 THE ANNUAL GENERAL MEETING

3.1 At least once in every successive calendar year there shall be an Annual General Meeting at a time and place determined by the Board of Directors. No more than 15 months shall elapse between that date and the next meeting.

3.2 Without prejudice to the powers of the Board of Directors to fix an alternative date, the Annual General Meeting should be held in the month of October.

3.3 Notice of the Annual General Meeting shall be in accordance with Article 6.

3.4 Proceedings at the Annual General Meeting shall be in accordance with Article 7.

3.5 Athletics Committee secretaries shall be elected at the Annual General Meeting. Election is for a two-year term after which secretaries shall be eligible for re-election. Co-ordinators of Task Groups shall be confirmed on an annual basis.

3.6 Details of the Athletics Committees and Task Groups are included in Byelaw 9.

3.6.1 The following Athletics Committees are currently in existence:

Track and Field
 Cross Country & Road Running
 Mountain & Trail Running
 Track & Field Officials
 Endurance officials

The following Groups are currently in existence:

Competition Organising Group
 Run Wales Advisory Group

3.7 Details of the Welsh Schools Athletic Association are included in byelaw 8

4 THE BOARD OF DIRECTORS

4.1 The Board of Directors is the Welsh Athletics' key decision-making body.

4.2 In addition to making decisions, the Board also provides leadership, takes account of the stakeholders' interests and is accountable to the Annual General Meeting both for its own decisions and the actions of Welsh Athletics as a whole.

4.3 Membership of the Board of Directors can be found in Article 10

4.3.1 In addition, the Board will establish such sub groups as it deems appropriate at any time. Membership of the sub group is by invitation of the Board and may include individuals from within or outside of athletics.

4.4 Voting & attendance

4.4.1 Directors should attend all Board meetings called during the year, unless prevented by exceptional circumstances.

4.4.2 Directors will have a vote and in the event of a tied vote the Chair will have a casting vote.

4.4.3 A quorum will normally be four of those entitled to vote as stated in Article 14

4.4.4 Attendance will be requested of members of the General Council and staff Senior Management personnel, as required.

4.5 Appointment & election of members as stated in Article 10

4.6 Responsibilities of the Board

The collective responsibility of the Board shall be to:

- 4.6.1 Receive, disseminate and cascade information determining the purpose (values, vision and mission) of Welsh Athletics Limited and agree the strategy, plans, policies and the investment required to achieve those aims
- 4.6.2 Ensure that the aims are clearly articulated and that everyone understands and supports them
- 4.6.3 Protect and safeguard the interests (financial and otherwise) of the membership and other stakeholders, including responsibilities to funding partners, staff, suppliers and the athletics community at large
- 4.6.4 Monitor and evaluate the progress of Welsh Athletics Limited in implementing the strategy, plans and policies and monitor progress against financial plans and budgets
- 4.6.5 Safeguard the assets of Welsh Athletics Limited
- 4.6.6 Ensure that Welsh Athletics Limited has appropriate leadership and vision
- 4.6.7 Monitor and evaluate the performance of Welsh Athletics Limited's management team and staff and ensure that management is of the right calibre
- 4.6.8 Ensure that Welsh Athletics Limited is run with integrity, complies with all legal and regulatory requirements, statements of best practice, and conducts its business in an open and transparent manner in accordance with ethical standards.

4.7 Responsibilities of Directors

- 4.7.1 Explicit legal responsibilities and general responsibilities of directors are defined under a director's fiduciary duties. Company directors automatically own fiduciary duties to the Company by virtue of their position of trust. They are required at all times to act in the best interests of the company and its members.

4.7.2 Individual responsibilities of directors shall be to:

- a) Attend the Annual General Meeting and such other General Meetings as may be necessary
- b) Act as a member of such groups of the Board as the Board shall decide, attending all meetings of such Committees unless prevented by exceptional circumstances
- c) Place on the agenda for meetings of the Board or sub groups of the Board any matter relating to the Company's business that the Director considers warrants discussion

4.7.3 A director may attend any meeting as defined in byelaw 8 & 9

4.8 Election of the Chair

4.8.1 The process of electing the Chair is outlined in Article 10.3 (1)

4.9 Role of the Chair

The responsibilities of the Chair of the Board include:

- 4.9.1 Providing leadership and direction to Board members enabling them to fulfil their responsibilities for the overall governance and strategic direction of the organisation. The Chair also leads the development of the organisation's aims, objectives and goals.
- 4.9.2 Working in partnership with the Chief Executive Officer to ensure that Board decisions are acted upon and the organisation is managed in an effective manner.
- 4.9.3 Leading the Board members and the executive management team in the development of strategic plans.
- 4.9.4 Providing support and leadership to the Chief Executive Officer and ensuring that the organisation is run in accordance with the decisions of the Board.
- 4.9.5 Liaising with the Chief Executive Officer to draft agendas for Board meetings and ensuring that the business is covered efficiently and effectively in those meetings.
- 4.9.6 Ensuring that Board decisions are acted upon.
- 4.9.7 Acting as spokesperson and representing Welsh Athletics Limited at appropriate events.
- 4.9.8 Enabling all Board members to make a full contribution to the Board's affairs and ensuring that the Board acts as a team.

- 4.9.9 Ensuring that key and appropriate issues are discussed by the Board in a timely manner and that appropriate decisions are made.
- 4.9.10 Holding the casting vote in the event of a tied decision.
- 4.9.11 Ensuring that the Board has adequate support and is provided efficiently with all necessary data on which to base informed decisions.
- 4.9.12 Ensuring that the Board and Welsh Athletics Limited aspire to best-practice in all areas of corporate governance.
- 4.9.13 Supporting and appraising the work of the Chief Executive Officer and managing the performance of other Board members.

4.10 Role of the Chief Executive Officer

The role of the Chief Executive Officer is to:

- 4.10.1 Work with the Board to formulate strategy and oversee its implementation.
- 4.10.2 Work with the Board to ensure Welsh Athletics Limited meets all its targets and objectives.
- 4.10.3 Manage the organisation by providing leadership to the executive management team and staff of Welsh Athletics Limited and ensure the effective operation of the governing body.
- 4.10.4 Be responsible to the Board for the overall financial health of Welsh Athletics Limited.
- 4.10.5 Promote Welsh Athletics Limited.

5 FINANCE

- 5.1 The Board of Directors is responsible for the management of the finances of Welsh Athletics Limited.
- 5.2 Budgets are agreed and monitored by the Chief Executive Officer and the delegated Sub Group of the Board.
- 5.3 All funds of Welsh Athletics Limited shall be applied towards the furtherance of the Company's aims and objects.
- 5.4 The Chief Executive Officer shall cause such accounts to be kept with respect to the financial affairs of Welsh Athletics Limited as are necessary to give a true and fair view of the Company's affairs and to explain its transactions.

- 5.5 At the Annual General Meeting in every year the Chief Executive Officer shall lay before the Company audited accounts made up to the preceding 31 March.
- 5.6 The financial year of Welsh Athletics Limited shall commence on April 1st and end on March 31st of the following calendar year.

6 THE GENERAL COUNCIL

6.1 Terms of Reference

Subject to the overall authority of the board, the General Council of Welsh Athletics Limited will provide guidance, support and alignment on all matters relating to the operational side of athletics, including;

- 6.1.1 Represent the views of the registered individuals and of the clubs affiliated to the Regional Athletic Councils
- 6.1.2 Receive, disseminate and cascade information
- 6.1.3 Consider and vote on issues relevant to the function of the General Council
- 6.1.4 Produce detailed minutes for general distribution and placing on Welsh Athletics website
- 6.1.5 Through the Chair, report to the Board of Welsh Athletics Limited
- 6.1.6 The General Council of Welsh Athletics Limited will meet at least five times per year
- 6.2 The General Council will be represented on the board by the Chair or the nominated deputy

6.3 Membership

The General Council will be composed of:

- a) The elected Chair of General Council, who will represent and act for the Council at Board Meetings as per Byelaw 4.
- b) The elected Secretary.
- c) The Honorary President of Welsh Athletics Limited.
- d) One elected representative of each of the Athletics Committees and Task Groups.
- e) Up to two appointed representatives of each of the four Regional Athletic Councils.
- f) One representative of the Welsh Schools Athletic Association.
- g) Representatives of the Executive Leadership Team

6.4 Changes to Terms of Reference

- 6.4.1 Changes to the terms of reference of General Council can only be made with the agreement of the Board of Directors of Welsh Athletics Limited or a delegated sub group of the Board.

6.5 Voting & attendance

- 6.5.1 All members of General Council.
- 6.5.2 In the event of a tie, the Chair also has a casting vote.
- 6.5.3 A quorum will normally be eight of those entitled to vote.
- 6.5.4 Members are expected to attend 60% of meetings, or to appoint a deputy to attend in their place.
- 6.5.5 Directors of Welsh Athletics may attend General Council meetings.
- 6.5.6 The General Council may invite appropriate individuals to attend meetings for specific reasons, including making presentations, offering advice and answering queries.

6.6 Appointment & election of members

- 6.6.1 The Chair and Secretary of The General Council will be appointed at the Annual General Meeting for a term of two years.
- 6.6.2 In the event of the Chair being unable to attend meetings of the Board of Directors, an appointed Vice Chair will attend. The Vice Chair will represent the views of the General Council only and will not have voting rights.

6.7 Role of the Chair

The responsibilities of the Chair of General Council include:

- 6.7.1 To be a member of the Board of Directors of Welsh Athletics Limited for the term of office.
- 6.7.2 To chair meetings of the General Council.
- 6.7.3 To provide leadership to the General Council and to ensure that all meetings are run competently.
- 6.7.4 To enable all General Council members to make a full contribution and to ensure that discussion and decision-making is democratic, and everyone is allowed the opportunity to participate fully in meetings.
- 6.7.5 To ensure that key and appropriate issues are discussed by the General Council within a given timeframe and that appropriate decisions are made and adhered to.

- 6.7.6 In the event of a tied vote, the Chair is to have the casting vote.
- 6.7.7 To ensure that the General Council of Welsh Athletics Limited has adequate guidance and support and is provided efficiently with all necessary data and documentation on which to base informed decisions.
- 6.7.8 To set the agenda for the General Council meetings in conjunction with the Secretary.
- 6.7.9 To ensure succession planning is implemented.
- 6.7.10 To provide support and leadership to the Athletics Committees and Groups.

7 REGIONAL ATHLETICS COUNCILS

7.1 Membership

Membership of a Regional Athletics Council will be open to the following:

- a) Up to two members for all clubs affiliated to Welsh Athletics Limited having their headquarters within the region
- b) Associate status members of Welsh Athletics Limited within the region
- d) A nominee from each of the Welsh Schools Athletic Association district associations based in the region
- e) The Welsh Athletics Network Officer(s) for the region

The officers of a Regional Athletics Council will be the Chair, Secretary, Treasurer, Officials Secretary, Endurance Officials, Licence Officer and Regional Welfare Officer.

Other Regional posts will include;

- a) A Track and Field Competition Coordinator
- b) A Cross Country & Road Running Competition Coordinator
- c) A Mountain and Trail Running Competition Coordinator

No individual may hold more than two positions at any one time, nor hold any one post for longer than six one-year terms.

The geographical boundaries used are the following:

East Wales	North Wales	South Wales	West Wales
Blaenau Gwent	Conwy	Bridgend	Carmarthenshire
Caerphilly	Denbighshire	Cardiff	Ceredigion
Monmouthshire	Flintshire	Merthyr Tydfil	Neath Port Talbot
Newport	Gwynedd	Rhondda Cynon Taff	Pembrokeshire
South Powys	Wrexham	Vale of Glamorgan	Swansea
Torfaen	Ynys Mon		
	North Powys		

7.2 Terms of Reference

The Regional Athletics Councils' role is;

- 7.2.1 To liaise with relevant Welsh Athletics staff to ensure the delivery of the key Welsh Athletics strategic objectives.
- 7.2.2 To support and deliver a structured and defined regional competition programme across all athletics disciplines.
- 7.2.3 To support the development of athletics in the region by promoting and supporting coach, teacher and official's education.
- 7.2.4 To receive, disseminate and cascade information.
- 7.2.5 To consider and vote on issues relevant to the function of the Regional Athletics Council as appropriate.
- 7.2.6 To produce minutes following a pre-set format and disseminate to the full regional membership and to post on the Welsh Athletics website.
- 7.2.7 To report to the general Council of Welsh Athletics Limited through the appointed representatives.
- 7.2.8 To support and promote the work of the Regional Network Officer(s).
- 7.2.9 To be a point of contact for all clubs in the region and offer support as and when required on all aspects of the sport.
- 7.2.10 Each Regional Athletics Council will have two types of meetings:
 - a) Annual General Meeting - this is open to the members of the Regional Athletics Council and will normally be held in June.

- b) Ordinary meetings are anticipated to be held at least three times a year. They are open to members of the Regional Athletics Council with each affiliated club entitled to send one voting nominee.

7.2.7 Each Region may appoint:

- a) A member to attend the Annual General Meeting and any Extraordinary General Meeting of Welsh Athletics Limited with speaking and voting rights.
- b) Two nominees to attend meetings of the General Council.
- c) One nominee to attend the following Athletics Committees of Welsh Athletics Limited:

Track & Field, Cross-Country & Road Running, Mountain Running & Trail Running, Track and Field Officials and Endurance Officials

8 WELSH SCHOOLS ATHLETIC ASSOCIATION

- 8.1 The Welsh Schools Athletic Association was formed in 1946 and, in 2013, it voluntarily agreed to become part of Welsh Athletics Limited. It will retain its status as registered charity and continue to be governed by its own constitution.
- 8.2 The responsibilities of the association include:
 - 8.2.1 The organisation of a domestic competition programme at national level.
 - 8.2.2 The provision of opportunities for international competition, including participation in fixtures organised by the Schools International Athletic Board (SIAB).
 - 8.2.3 The provision of guidance to the eight district associations on all matters relating to athletics.
 - 8.2.4 Reporting on its activities at meetings of the General Council of Welsh Athletics Limited and in the annual report.
 - 8.2.5 The appointment of a nominee to attend meetings of the General Council.
 - 8.2.6 The appointment of a member to attend the Annual General Meeting and any Extraordinary General Meeting of Welsh Athletics Limited with speaking and voting rights.
 - 8.2.7 The appointment of a nominee to attend meetings of the Welsh Athletics Track & Field Committee and the Welsh Athletics Road Running & Cross Country Committee.

9 ATHLETICS COMMITTEES AND TASK GROUPS

- 9.1 Subject to the overall authority of the Board of Directors, the management of specific aspects of athletics is delegated to committees.
- 9.2 Athletics committees are concerned with the day to day delivery of athletics activity within their specified areas. Committees report directly to and are subject to the supervision of General Council.
- 9.3 Competition Organising Groups (COG) are established for the organisation of all aspects of a specific event.
- 9.4 Task Groups with specific remits may be established by the Board of Directors and will report to the General Council.
- 9.5 There follows a detailed breakdown of the membership and terms of reference of each Athletics Committee and Task Group. Changes to terms of reference can be made only with the agreement of the Board of Directors.

9.6 ATHLETICS COMMITTEES

The Athletics Committees of Welsh Athletics Limited are listed below.

Track & Field	(Byelaw 9.6.2)
Cross Country & Road Running	(Byelaw 9.6.3)
Mountain Running & Trail Running	(Byelaw 9.6.4)
Track & Field Officials	(Byelaw 9.6.5)
Endurance Officials	(Byelaw 9.6.6)

9.6.1 General Notes

These notes are applicable to all committees

- a) Athletics Committee secretaries are elected at the Welsh Athletics Annual General Meeting for a two year term of office.
- b) Athletics Committee Secretaries are entitled to speak and vote at General Meetings.
- c) Regional representatives are elected at their region's Annual General Meeting.
- d) Additional Athletics Committee members, other than those in post as part of their professional duties, are elected annually at the Welsh Athletics Annual General Meeting.

- e) Athletics Committee membership terminates at the end of the appropriate Welsh Athletics Annual General Meeting.
- f) Retiring members, including Athletics Committee secretaries, are eligible for re-election.
- g) The maximum limit of office for a committee officer role may be for three terms of two years.
- h) Athletics Committee members, including co-opted members, will be entitled to vote unless otherwise stated in membership structure.
- i) Athletics Committee members may arrange for a deputy to attend in their absence with the prior agreement of the Athletics Committee secretary.
- j) Athletics Committees will meet at least three times per year.
- k) Meetings for each year should be arranged after the Welsh Athletics Annual General Meeting and notified to the General Council.
- l) Notice of meetings, including agenda and minutes of previous meeting, should be circulated to committee members two weeks prior to each individual meeting.
- m) A representative of each Athletics Committee shall be a member of the General Council with speaking and voting rights.
- n) Committees shall elect their Chair and their representative to General Council at their first meeting following each Welsh Athletics Annual General Meeting.
- o) Athletics Committees may invite individuals with specific expertise to attend individual meetings so as to advise on relevant matters, as required.
- p) Athletics Committees must maintain minutes of their meetings and these must be circulated to committee members within 14 days of the meeting taking place.
- q) Changes to the terms of reference can be made only with the permission of the Board of Directors.
- r) A director with specific responsibility may sit on each Athletics Committee.
- s) The quorum for all committees is four persons.

The following notes are specific to individual committees as indicated.

9.6.2 TRACK AND FIELD COMMITTEE

9.6.2.1 Membership:

- a) The Committee Secretary
- b) One representative from each Region
- c) A Statistician
- d) A Welsh League facilitator
- e) A representative of the Track and Field Officials' Sub-Group
- f) National Coach (or nominated deputy)
- g) Member(s) of the competition delivery department
- h) A representative of the Welsh Schools Athletic Association
- i) Chair of Competition Organising Group (COG)
- j) Up to two people may be co-opted onto the committee at any time

9.6.6.2 Terms of Reference:

- a) Agree an annual budget between the Committee Secretary and Head of Operations of Welsh Athletics Limited.
- b) Agree a fixture list of championship and representative events.
- c) Nominate two selectors to form part of the selection panel charged with selecting competitors for Welsh international matches (as defined in the strategic plan). Selection shall be made by a panel as outlined below.
- d) Select management personnel for any team of competitors selected as above, in line with Welsh Athletics Limited Welfare Policy and other relevant policies and ensure that duties attributed to team management responsibilities are carried out in line with such policies.
- e) Review Team Managers' reports, including performance, organisation and disciplinary issues.
- f) Maintain a register of Welsh records and best performances, in conjunction with statisticians.
- g) Review technical rules and communicate with UK Athletics (UKA).
- h) Liaise with UKA in all matters relating to track and field competition and provide representatives to UKA groups when required.

- i) Liaise with other bodies in the UK which have responsibility for track and field competition and provide representation when required.
- j) Provide guidance to relevant parties on any aspect of track and field competition.
- k) Advise the Board on facilities and equipment, taking health & safety into consideration.
- l) Establish sub groups when appropriate to deal with specific matters.
- m) Provide a representative for each Competition Organising Meeting as deemed appropriate.
- n) To oversee the running of the Welsh Athletics League (formerly Welsh Senior League).

Selection Panel Composition:

- a) The selection panel will consist of two nominated members of the Performance Team, two independent members nominated by the track and field committee and one of the nominated Team managers for the event who will all have voting rights. An independent observer may also be invited in a non-voting capacity.
- b) A statistician may attend in an advisory capacity.
- c) The National Coach (or nominated deputy) shall act as Chair.
- d) The Programme Manager (or nominated deputy) will act in an advisory capacity (unless appointed as the team manager for the event) and communicate the outcomes of the selection to athletes and event staff.

Selection Panel Responsibilities:

- a) Select teams
- b) Publicise team selection via the appropriate channels; panel members shall not disclose selections otherwise.
- c) In the event of selected athletes withdrawing it shall be the responsibility of the appointed team leader to select replacements.
- d) The selection policy will be circulated to the panel prior to the meeting.

9.6.3 CROSS COUNTRY & ROAD RUNNING COMMITTEE

9.6.3.1 Membership:

- a) The Committee Secretary
- b) One representative from each Region
- d) A member of the competition delivery department -
- f) A representative of the Welsh Schools Athletic Association
- g) The Welsh Athletics Endurance Coordinator
- h) Up to four people may be co-opted onto the committee at any time

9.6.3.2 Terms of Reference:

- a) Agree the budget between the Committee Secretary, Programme Manager and National Talent Development Coordinator for Endurance of Welsh Athletics Limited.
- b) Agree a fixture list of championship and representative events on an annual basis.
- c) Assist with the organisation and management of the annual Welsh Championships and other competitions promoted by Welsh Athletics Limited, including joint promotions.
- d) Nominate two selectors to form part of the selection panel charged with selecting competitors for Welsh international matches (as defined in the strategic plan). Selection shall be made by a panel as outlined below.
- e) Select management personnel for any team of competitors selected as above, in line with Welsh Athletics Limited Welfare Policy and other relevant policies and ensure that team management responsibilities are carried out in line with such policies.
- f) Review Team Managers' reports, including competition performance, organisation and any disciplinary or other issues arising.
- h) Liaise with UKA in all matters relating to cross country competition and provide representatives to UKA groups when required.
- i) Liaise with other bodies in the UK which have responsibility for cross country competition and provide representation when required.

- l) Establish sub groups when appropriate to deal with specific matters.

Selection Panel Composition:

- a) The selection panel will consist of two nominated members of the Performance Team, two independent members nominated by the Cross Country & Road Running Committee and the relevant team managers (maximum of 4) will have full voting rights. An independent observer may also be invited in a non-voting capacity.
- b) A statistician may attend in an advisory capacity.
- c) The National Coach (or nominated deputy) shall act as Chair.
- d) The Programme Manager (or nominated deputy) will act in an advisory capacity and communicate the outcomes of the selection to athletes and event staff.

Selection Panel Responsibilities:

- a) Select teams
- b) Publicise team selection via the appropriate channels; panel members shall not disclose selections otherwise.
- c) In the event of selected athletes withdrawing it shall be the responsibility of the appointed team leader to select replacements.
- d) The selection policy will be circulated to the panel prior to the meeting.

9.6.4 MOUNTAIN RUNNING & TRAIL RUNNING COMMITTEE

9.6.4.1 Membership:

- a) The Committee Secretary
- b) One representative from each Region
- d) A representative of the Endurance Officials' Sub Group
- e) Member of Competition Delivery Department
- f) An appointed representative for event delivery
- g) Member(s) of the Performance Department
- h) Up to four people may be co-opted onto the committee at any time, one of whom should establish links with Natural Resource Wales

9.6.4.2 Terms of Reference:

- a) Agree the budget between the Committee Secretary, Programme Manager and National Talent Development Coordinator of Welsh Athletics Limited.
- b) Agree a fixture list of championship and representative events.
- c) Assist with the organisation and management of the annual Welsh Championships and other competitions promoted by Welsh Athletics Limited, including joint promotions.
- d) Nominate two selectors to form part of the selection panel charged with selecting competitors for Welsh international matches (as defined in the strategic plan). Selection shall be made by a panel as outlined below.
- e) Select management personnel for any team of competitors selected as above, in line with Welsh Athletics Limited Welfare Policy and other relevant policies and ensure that duties attributed to team management responsibilities are carried out in line with such policies.
- f) Review Team Managers' reports, including competition performance, organisation and any disciplinary or other issues arising.
- g) Liaise with UKA in all matters relating to mountain running competition and provide representatives to UKA groups when required.
- h) Liaise with other bodies in the UK which have responsibility for mountain running competition and provide representation when required.
- i) Provide guidance to relevant parties on any aspect of mountain running competition.
- j) Establish sub groups when appropriate to deal with specific matters.
- k) Provide guidance to relevant parties on any aspect of Mountain or trail competition.

Selection Panel Composition:

- a) The selection panel will consist of two nominated members of the Coaching and Performance Team, two independent members nominated by the Mountain and Trail Running Committee and the relevant team managers (maximum of 4) will have full voting

rights. An independent observer may also be invited in a non-voting capacity.

- b) A statistician may attend in an advisory capacity.
- c) The National Coach (or nominated deputy) shall act as Chair.
- d) The Programme Manager (or nominated deputy) will act in an advisory capacity and communicate the outcomes of the selection to athletes and event staff.

Selection Panel Responsibilities:

- a) Select teams
- b) Publicise team selection via the appropriate channels; panel members shall not disclose selections otherwise.
- c) In the event of selected athletes withdrawing it shall be the responsibility of the appointed team leader to select replacements.
- d) The selection policy will be circulated to the panel prior to the meeting.

9.6.5 TRACK AND FIELD OFFICIALS COMMITTEE

9.6.5.1 Membership:

- a) The committee Secretary
- b) The Officials' Education and Training Officer
- c) One representative for each of the recognised Track and Field disciplines; Track Judge, Field Judge, Starter / Marksman, Timekeeper, race walking and Photo finish
- d) Member of Competition Delivery Department
- e) A representative of the Track & Field Committee
- f) The regional Officials secretaries
- g) Up to two people may be co-opted onto the committee at any time

9.6.5.2 Terms of Reference:

- a) Promote, officials' education and personal development.
- b) Liaise with Regions in relation to courses and the deployment of officials.
- c) Assist with the implementation of the strategy for recruitment and development of new officials.
- d) Assist with maintaining a register of Welsh Officials.

- e) Nominate officials of the appropriate levels for major UKA events
- f) Appoint Officials, including Chief Officials, for all Championships and events promoted by Welsh Athletics Limited, including joint promotions.
- g) In line with UKA officials' pathway, review officials for upgrading
- h) Review technical rules and communicate with UKA.
- i) Promote Officials' Conferences.
- j) Update officials on all officiating developments.
- k) Liaise with UKA in all matters relating to Officials and provide representatives to UKA groups when required.
- l) Liaise with other relevant athletic bodies in the UK which have responsibility for Officials and provide representation when required.
- m) Establish sub groups when appropriate to deal with specific matters.

9.6.6 ENDURANCE OFFICIALS COMMITTEE

9.6.6.1 Membership:

- a) The Committee secretary
- b) The Officials' Education and Training Officer
- c) One representative for each of the recognised endurance disciplines (Cross Country, Road Running, Trail Running, Mountain Running, and Race Walking)
- d) A member of the Competition Delivery Department
- e) Regional endurance officials' coordinators
- f) Up to two people may be co-opted onto the committee at any time
- g) The Welsh Athletics membership and licencing officer

9.6.6.2 Terms of Reference:

- a) Promote, officials' education and personal development.
- b) Liaise with Regions in relation to courses and the deployment of officials.
- c) Assist with the implementation of the strategy for recruitment and development of new officials.
- d) Assist with maintaining a register of Welsh Officials.

- e) Nominate officials of the appropriate levels for major UKA events.
- f) Appoint Officials, including Chief Officials, for all Championships and events promoted by Welsh Athletics Limited, including joint promotions.
- g) In line with UKA officials' pathway, review officials for upgrading
- h) Review technical rules and communicate with UKA
- i) Promote Officials' Conferences.
- j) Update officials on all officiating developments.
- k) Liaise with UKA in all matters relating to Officials and provide representatives to UKA groups when required.
- l) Liaise with other relevant athletic bodies in the UK which have responsibility for Officials and provide representation when required.
- m) Advise the board in relation to location and equipment with specific reference to health and safety
- n) Establish sub groups when appropriate to deal with specific matters.

9.7 ADVISORY GROUPS

The Groups currently in operation are:

Competition Organising Group (Byelaw 9.7.1)

Run Wales Advisory Group (Byelaw 9.7.2)

9.7.1 COMPETITION ORGANISING GROUP

Aim: to use the best internal resource available and best practice to deliver competitions in all disciplines in Wales

Membership (where appropriate to the event):

- a) National Events and Competition Manager (Chair)
- b) A representative of the Performance Department of Welsh Athletics
- c) A representative of event delivery
- d) Communications and Marketing Manager (or delegated person from the Communications Department)
- e) Competition Director
- f) Meeting Manager

- g) Technical Manager
- h) Member(s) of Welsh Athletics Competition Delivery Department
- i) Local Representative (Stadium Manager/local council rep)
- j) A representative from the Officials committee
- k) A representative from the relevant discipline committee
- l) Up to two people co-opted onto the committee at any time

Terms of Reference:

- a) Organise and manage annual Welsh Championships and other competitions promoted by Welsh Athletics, including joint promotions.
- b) Finalise timetables for events.
- c) Ensure the event is actively promoted.
- d) Assist the relevant discipline committee with budget setting.
- e) Chair to be the budget holder for relevant event, powers including costings sign off, with reports on final overall event costs being presented to the relevant board sup committees.
- f) Communicate with all the officials once selected by the Officials Committee.
- g) Officials represented are those who have been chosen by the Officials committee for the match specific to the competition for which the COG is discussing.
- h) COG can delegate responsibility of events back to the relevant discipline groups with advance notice.
- i) Full list of events covered by a COG to be given/decided at the Annual Welsh Athletics fixture meeting.

9.7.4 RUN WALES ADVISORY GROUP

Aim: The Run Wales advisory group oversees the Welsh Athletics social running programme. The advisory group will provide guidance and support on all matters relating to social running in Wales that falls outside of the remit of traditional club-based structures and committees.

Membership

- a) The group will consist of the following:
- b) A Chair that will be elected from within the group

- c) Secretary
- d) The Run Wales Programme Manager
- e) Welsh Athletics Head of Operations
- f) One WA board representative
- g) 4 individuals could apply for membership of the group on an annual basis
- h) Up to 2 co-opted members
- i) The advisory group may invite appropriate individuals to attend meetings for specific reasons, including making presentations, offering advice and answering queries where appropriate

Terms of Reference:

- a) To identify strategies for increasing social running participation within Wales.
- b) Ensure specific focus is given to increasing female participation.
- c) To evaluate a membership structure and criteria for social running clubs and individuals.
- d) To identify new funding streams.
- e) To ensure strong links are established with local and national health boards.
- f) To assist with the coordination on collaborative projects with partner organisations.
- g) To establish sub groups when appropriate to deal with specific matters.
- h) To ensure the board of Welsh Athletics are informed of progress of the programme.

Meetings

- a) The group will meet a minimum of 4 time a year.
- b) Minutes of the meeting will be kept and will appear on the Welsh Athletics website.
- c) From time to time sub-groups may be formed to work on specific issues as appropriate.
- d) From time to time individuals may be co-opted to provide specific advice and expertise as required.

10 FACILITATORS AND SPECIAL GROUPS

The Head of Operations is authorised to appoint the following facilitators or any new facilitators to ensure certain activities are delivered across Wales.

10.1 Sportshall Facilitators

10.2 First Claims and Eligibility Facilitator

Duties and Responsibilities:

- a) To review the rules of competition. Generally, these rules shall follow the UK Athletics rules for domestic competition and the IAAF rules for international competition.
- b) To monitor the operation of the First Claims rule and to report details of athletes who change club to the Registration Officer of Welsh Athletics and to UKA for publication.
- c) To determine, if necessary, the eligibility of athletes to compete in competition staged under the jurisdiction of Welsh Athletics Limited.
- d) To consider any breaches of the rules for competition and to make recommendations to the Chief Executive Officer or Board of Directors.

10.3 Assessors of Facilities: in conjunction with UK Athletics

10.4 These posts may be announced and endorsed at the Annual General Meeting of Welsh Athletics Ltd.

11 AWARDS

11.1 Welsh Athletics Limited operates an awards system aimed at recognising the contribution and achievements of individuals.

11.2 The awards system of Welsh Athletics Ltd includes the following categories:

Service Awards

- 11.2.1 The Athlete Achievement Award
- 11.2.2 The award for Meritorious Service
- 11.2.3 The Award of Honour
- 11.2.4 Life Membership

National Awards

- 11.2.4 Lifetime Achievement Award

- 11.2.5 Hall of Fame
- 11.2.6 Annual Athletics Awards
- 11.3 Nominations for Awards
 - 11.3.1 Nominations for awards may be made by any member of Welsh Athletics Ltd.
 - 11.3.2 The nomination for any individual must be made in writing to the Awards Panel by an agreed date in any calendar year. It must include a full description of the individual's service to athletics in Wales.
- 11.4 The nominations for awards shall be considered by two Panels:
 - a) The Service Awards Panel
 - b) The National Awards Panel
- 11.5.1 The Service Awards Panel will consider awards in categories 11.2.1, 11.2.2, 11.2.3 and 11.2.4
- 11.5.2 The membership of the Service Awards Panel will include
 - a) The Honorary President; who will normally convene and chair the meetings of the panel.
 - b) The two Honorary Vice Presidents.
 - c) Two members elected at the Annual General Meeting to serve for a three-year term. Both members will be eligible for re-election at the end of the three-year term.
- 11.5.3 The Panel will meet at an agreed date to consider all nominations. Notes of the meeting will be kept.
- 11.5.4 At the AGM, one member of the Panel will read out the list of recommendations.
- 11.5.5 Within a month of the AGM taking place, the Panel Secretary is required to contact each nominee to inform him of their award and to identify when, where and by whom the award will be made. Usually, the presentation of the award will be made within 12 months of the AGM.
- 11.6 The Criteria for all awards are documented in the Welsh athletics Award Booklet which may be accessed electronically, in hard copy and on the Welsh Athletics website.
- 11.7 The National Awards Panel will consider the awards in Categories 11.2.4, 11.2.5, 11.2.6, and 11.2.7

- 11.7.1 The membership for the National Awards Panel will include;
- a) The Chair of the Board of Directors, who will normally convene and chair meetings by the panel.
 - b) Four individuals appointed by the Board for their experience and extensive knowledge of the sport.
- 11.7.2 The panel will meet at an agreed date to consider all nominations.

12 DISCIPLINARY PROCEDURES

- 12.1 If it shall appear to the Board of Directors that any irregularity or breach of these Byelaws or other matter of concern to it, may have occurred, it shall at its discretion appoint an individual who may not be a member of the Company or establish an Investigation Committee with such terms of reference as it sees fit.
- 12.2 If it shall appear to the Board of Directors that there is evidence that any person or affiliated club or organisation is in breach of these Byelaws, or if it shall appear to the Board of Directors that the continued membership of the Company by any person or affiliated club or organisation is detrimental to the Company, the Chief Executive Officer shall write to the party concerned setting out the alleged breach and inviting their comment thereon. This shall be conveyed in writing by a specified date, which unless the Board otherwise directs shall not be less than 14 days after the date the letter was sent.
- 12.3 The Board of Directors shall consider any response at its next convenient meeting. If it is not satisfied that the provisions of these Byelaws have been observed, it shall refer the matter to a Disciplinary Committee appointed by it which shall consist of not less than three or more than five people none of whom shall be directly interested in the matter otherwise than as members of the Company. The Disciplinary Committee shall make further enquiries as it thinks fit. It shall afford to the person or affiliated club or organisation against whom the allegation has been made a reasonable opportunity to appear before it, state its case and answer the allegations brought against it. The committee shall hear such witnesses as the person or affiliated club or organisation reasonably produces. It shall make such procedural provisions as shall be necessary for the just and efficient disposal of the case remitted to it.
- 12.4 The Disciplinary Committee shall report its recommendation and any proposed penalty to the Board of Directors in writing within seven working days and the Board shall determine its decision as soon as practicable thereafter, according to the provision of this rule.

- 12.5 If satisfied that a breach of the Byelaws has occurred, the Disciplinary Committee may recommend to the Board of Directors one or more of the following penalties:
- 12.5.1 Resolve to note the offence but take no further action:
 - 12.5.2 Issue a warning to the person or affiliated club or organisation concerned as to their future conduct
 - 12.5.3 Suspend or disqualify the person or affiliated club or organisation from athletics activity under Welsh Athletics jurisdiction for any period whether fixed or indefinite
 - 12.5.4 such other penalty as the Disciplinary Committee in the circumstances of the case shall consider appropriate.
- 12.6 A term of suspension starts from the time it is pronounced by the Board of Directors unless otherwise stipulated and does not expire until the close of the day named in the decision.
- 12.7 Every person or affiliated club or organisation suspended, expelled or disqualified, or otherwise dealt with shall be notified in writing by hand or by recorded delivery post within seven working days of the decision.
- 12.8 Where an affiliated club or organisation is the subject of action and this rule, it shall be sufficient to give a notice to the Secretary of the club or organisation at its registered address.
- 12.9 Where a person is subject of action under the rule and it appears to the Board of Directors that such person is or may be a member of an affiliated club or organisation a copy of all notices to that person shall be sent to such club or organisation at its registered address.

13 APPEALS

- 13.1 Any person or affiliated club or organisation suspended, expelled or disqualified by a decision of the Board of Directors may appeal against such decision or apply for re-instatement by completing the official application form and forwarding it, together with such fee as the Board shall from time to time determine, to the Chief Executive Officer for consideration by the Board of Directors. The Board may refer such consideration to an Appeals Committee appointed for the purpose.
- 13.2 The members of an Appeals Committee shall be appointed by the CEO and shall be composed of persons who are not directly interested in the outcome of such appeals otherwise than as members of the Company.

- 13.3 The Appeals Committee shall make such procedural provision as shall be necessary for the just and efficient disposal of the case remitted to it and shall report its recommendation to the Board of Directors in writing within seven working days and the Board shall determine its decision as soon as practicable thereafter.
- 13.4 The person or affiliated club or organisation submitting the appeal shall be notified in writing by recorded delivery post within seven working days of the decision of the Board of Directors.
- 13.5 Where an affiliated club or organisation is the subject of notification under this rule, it shall be sufficient to give notice to the secretary of the club or organisation at its registered address.
- 13.6 Where a person is the subject of notification under this rule and it appears to the Board of Directors that such a person is or may be a member of an affiliated club or organisation a copy of such notice shall be sent to such club or organisation at its registered address.
- 13.7 Any member of Welsh Athletics Ltd, having exhausted the appeal procedures set out under this rule, may appeal to the members Council of UK Athletics against any disciplinary decision of this Company. In any appeal in such circumstances the decision of the said Council shall be final.

14 BYELAWS DOCUMENT

- 14.1 The Chief Executive Officer shall maintain a true copy of the Memorandum of Association, the Articles of Association and the Byelaws of Welsh Athletics Limited.
- 14.2 Each clause shall be recorded on a separate removable page(s), signed and dated by the Board Chair and the Chief Executive Officer.
- 14.3 In the case of an amendment, the whole of a clause shall be re-written and entered in place of the old clause with the date of change recorded. The old clause should be retained for reference purposes.
- 14.4 Copies of changes shall be displayed on the Welsh Athletics website.

15 INTERPRETATION

- 15.1 If, at any General Meeting or meeting of the Board of Directors or meeting of the General Council, a dispute should arise over the interpretation of any part of these Byelaws, or any point arise not covered by these Byelaws but on which a ruling is deemed necessary, the Chair of the meeting shall interpret such a point or make such a ruling.

- 15.2 All present at the meeting shall be bound by the Chair's interpretation or ruling.

16 ELIGIBILITY CRITERIA

- 16.1 Eligibility to compete in Welsh National Championships and to represent Wales at international & representative fixtures
- 16.1.1 To be eligible, an athlete must have at least ONE of the following qualifications:
- a) Birth - the athlete having been born in Wales or the mother being domiciled in Wales at the time of the birth.
 - b) Parentage: one or both parents born in Wales.
 - c) Residence – the athlete having resided continuously in Wales for a minimum of two years immediately prior to the event. Any athlete claiming eligibility to compete for Wales under this qualification must supply documentation details to the office at Welsh Athletics Ltd in order to be processed before being accepted.
 - d) Retention of Residence – an athlete, who has competed for Wales at full Senior International level under the residence qualification, retains his Welsh eligibility, regardless of residence, until such time as they compete for another country (but not another area).
- e) All athletes across all disciplines, must be registered to compete in any event under Welsh Athletics jurisdiction. In addition, the athlete must be registered with Welsh Athletics on the day of the event.
- 16.2 Eligibility to compete in Regional Championships and to represent a Region at Welsh Inter Regional championships
- 16.2.1 To be eligible, an athlete must have at least ONE of the following qualifications:
- a) Birth - the athlete having been born in the Region.
 - b) Residence – the athlete having resided continuously in the Region for a minimum of nine months immediately prior to the event. Residence to include service at a military unit based within the Region. Any athlete claiming eligibility to compete under this qualification must supply documentation details to the Regional Athletics Council in order to be processed before being accepted.

- c) An Athlete attending at a School, College or University in the Region. Students qualified under this criterion do not acquire a qualification to compete for the Region in UK inter county competitions.
- d) Retention of Residence – an athlete, who has competed for a Region under the residence qualification, retains his Regional eligibility, regardless of residence, until such time as they compete for another Region or county.
- e) In addition, the athlete must be registered with Welsh Athletics on the day of the event AND they may not have competed in the championships of, nor represented another Region or County in that competition year.

17 CONFLICTS OF INTEREST

- 17.1 As much of the funding Welsh Athletics Ltd receives is from external funding bodies and includes public funds, it is vital that Welsh Athletics Ltd, as an organisation, is accountable to its external funding bodies. For this reason, rules have been developed for employees (and other individuals involved in our work including all Athletics committees, task groups and regional councils) regarding the following matters:
- a) Outside commitments
 - b) the declaration of conflicts of interest
 - c) the receipt of gifts and hospitality
 - d) relationships with contractors
 - e) sponsorship and endorsements
- 17.2 All individuals involved in Welsh Athletics activities are required to declare any external interest which might conflict with Welsh Athletics interest.
- 17.3 Welsh Athletics Ltd is aware that fraud is an ever-present threat to its resources. The Company has therefore adopted an anti-fraud and corruption policy.
- 17.4 The Conflicts of Interest form may be accessed from the Welsh Athletics Office.

18 STANDING ORDERS

Note: Use of the masculine pronouns (he, him etc.) shall be deemed to apply equally to the feminine.

- 18.1 The Chair of the board shall take the Chair at AGMs and EGMs and, in the absence of the Chair the Vice Chair of the board shall take the Chair.
- 18.2 The Chair of the Board shall take the chair at general meetings and meetings of the Board of Directors and, in the absence of the Chair, the Vice Chair of the Board shall take the chair.
- 18.3 All committees shall elect one of their members to be Chair. In the absence of the Chair, each committee shall elect one of their members to be Chair before proceeding to business.
- 18.4 No business other than the formal adjournment of the meeting shall be transacted at any meeting of the Welsh Athletics Limited unless a quorum is present.
- 18.5 If within half an hour from the time appointed for the holding of any meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or such other place as the Chair shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum and may transact the business for which the meeting was called.
- 18.6 Meetings of the Board of Directors, Annual and Extraordinary General Meetings shall be convened by the Chief Executive Officer.
- 18.7 The Secretaries of the Athletics Committees shall be responsible for convening meetings, keeping minutes and submitting minutes to the General Council for action where appropriate.
- 18.8 Not less than 14 clear days' notice, in writing, shall be given of all meetings other than the Annual and Extraordinary General Meetings. Every notice of every meeting shall specify the place, day and hour of the meeting and the nature of the business to be transacted.
- 18.9 In the case of an Extraordinary General Meeting, the Officer appointed shall prepare copies of relevant information for presentation to the Meeting.
- 18.10 Notice of every meeting shall be sent to every Member entitled to attend.

- 18.11 The Annual Report and the certified Statement of Accounts shall be distributed together at least 21 days before the Annual General Meeting.
- 18.12 At any meeting every question shall be decided by a show of hands unless a ballot is: -
- 18.12.1 Directed by the Chair, or
 - 18.12.2 Demanded by not less than three persons present and entitled to vote.
- 18.13 The Board of Directors and Committees may co-opt additional members until the next AGM for special purposes or needs and such co-opted members shall be entitled to vote.
- 18.14 Unless otherwise provided by the Articles of Association or the Byelaws, all business of any meeting of the Board shall be decided by a bare majority of the votes properly recorded at such meetings.
- 18.15 Not less than 90 days before the date of the AGM, the Chief Executive Officer of Welsh Athletics Limited shall issue a preliminary notice of the Meeting which shall specify the date of the Meeting, the business to be transacted, the offices for which nominations are required, the rights to submit notices of motion and the closing date for the receipt of nominations and motions.
- 18.16 The preliminary notice shall be sent to every affiliated member including the members of the Board of Directors. Such preliminary notices shall not count as formal notices of meetings such as required by the Byelaws.
- 18.17 Notices for nomination shall not bear the names of existing officers or other members willing to stand.
- 18.18 The Board of Directors shall cause minutes to be kept of all appointments, of all resolutions and proceedings of all meetings of the Board.
- 18.19 Except as provided by Standing Orders, every notice of motion to be placed on the Agenda for any General Meeting shall be sent in writing to the Company Secretary of Welsh Athletics Limited at least 42 days before the date of the meeting.
- 18.20 Any affiliated club and association and any member of the Board of Directors may submit a notice of motion. Every notice of motion shall be relevant to some question over which the meeting has power or which affects Welsh Athletics Limited and its operations.

- 18.21 The following motions may be moved without notice:
- 18.21.1 Appointment of a Chair of the Meeting at which the motion is made.
 - 18.21.2 Motions related to the accuracy of the minutes, closure, adjournment, order of business or next business.
 - 18.21.3 Reference to a Committee.
 - 18.21.4 Adoption of reports and recommendations of committees and Officers and any consequent resolutions.
 - 18.21.5 That leave be given to withdraw a motion.
 - 18.21.6 Amendments to motions.
 - 18.21.7 Extending the time limit for speeches.
 - 18.21.8 That an item of business specified in the summons has precedence.
 - 18.21.9 That a member named under 18.36 be not further heard or do leave the meeting.
- 18.22 A motion to vary the order of business on the ground of urgency may, at any time when an item of business on the Agenda has been disposed of, be proposed either by the Chair or any member. If proposed by the Chair, it may be put to the vote without being seconded and without discussion.
- 18.23 Irrespective of whether the election is made at an Annual General Meeting or by the Board of Directors, any affiliated club, Regional Council or Affiliated Association may submit one nomination for any officer, delegate etc. of Welsh Athletics Limited. Nominations shall be made in writing and sent to the Company Secretary, or such other person appointed by the Board of Directors, not less than 42 days before the date of the meeting at which the election is to be made.
- 18.24 On the occasion of more than one nomination for appointment of the President, a ballot shall be carried out of those eligible to vote at the Annual General Meeting; scrutineers for such ballots shall be appointed from those present at the meeting but shall not be one of the nominees for election.

- 18.25 If there is only one nominee for any office, such nominee shall not be deemed automatically to have been elected but shall be submitted to the vote on the day of the AGM. If the majority of votes are cast against the sole nominee, a vacancy shall arise. If there is more than one nominee for any position, other than that of an officer, voting shall proceed in such a manner that the successful candidate shall have at least 50 per cent of the votes cast. This means that if there are more than two candidates and no candidate has more than 50 per cent of the votes cast the candidate with the least votes shall drop out of the election, and so on.
- 18.26 Holders of any office elected at an Annual General Meeting shall hold office for two years and, unless re-elected, shall vacate their office at the conclusion of the Annual General Meeting at which his successor is appointed or he is relieved of his office.
- 18.27 The Board of Directors shall fill any vacancy which may arise in respect of any office but may not appoint any person who, at any time, has been an unsuccessful sole nominee for the office to be filled.
- 18.28 A motion or amendment shall not be discussed unless it has been proposed and seconded and unless notice has already been given in accordance with Standing Order 19.19. All amendments to a motion shall be submitted to the Chair in such a manner as the Chair shall decide.
- 18.29 At all General Meetings, a member shall stand when speaking and shall address the Chair. If two or more members rise, the Chair shall call on one to speak. At all other meetings it shall be at the discretion of the meeting as to whether members shall stand when speaking.
- 18.30 A member shall direct his speech to the question under discussion:
- 18.31 If an amendment be rejected, other amendments may be moved on the original motion. If an amendment be carried, the motion as amended shall take the place of the original motion and shall become the motion upon which any further amendment may be moved.
- 18.32 A further amendment shall not be moved until the meeting shall have disposed of every amendment moved previously.
- 18.33 No member shall speak more than once on any motion except to move a further amendment, or on any amendment except in the exercise of the right of reply given by Standing Order 18.39 or on a point of order or by way of personal explanation or to move 'that the question be now put'.
- 18.34 The Chair shall determine the sequence and length of debate.

- 18.35 A member may rise to a point of order or in personal explanation, with the approval of the Chair, the decision of the Chair shall be final.
- 18.36 The Proposer of the Notice of Motion must be present to speak to the notice.
- 18.37 A motion or amendment may be withdrawn by the proposer with the consent of the seconder.
- 18.38 When a motion is under debate no other motion shall be moved except the following:
- 18.38.1 to amend the motion
 - 18.38.2 to postpone consideration of the motion
 - 18.38.3 that the proposal be now put
 - 18.38.4 that the matter of debate be referred back to the Board of Directors or Committee
- 18.39 If at any meeting, in the opinion of the Chair, a member's conduct is deemed to be inappropriate he will be asked to leave the meeting.
- 18.40 If after a motion under Standing Order 18.36 has been carried and the misconduct or obstruction is continued and in the opinion of the Chair renders the despatch of business impossible, the Chair may without question adjourn or suspend the sitting of the meeting for such period as he shall consider expedient.
- 18.41 The proposer of a motion shall have a right to reply at the close of a debate upon such a motion immediately before it is put to the vote or before any motion in Standing Order 18.33 is put. If an amendment is proposed, he shall be entitled to reply at the close of the debate upon the amendment. A member exercising right of reply, shall not introduce new matter and a decision shall be taken without further discussion.
- 18.42 With the consent of his seconder and of the Chair, a member may alter a motion which he has proposed or of which notice has been given, if the alteration is one which could have been moved as an amendment.
- 18.43 In specific circumstances a member may move that the meeting do adjourn but no business shall be transacted at an adjourned meeting except such as was set out in the notice of the original meeting.
- 18.44 Any subsequent motion to extend the time, at which the meeting shall adjourn, shall be carried by the majority of the members present entitled to vote.

- 18.45 The Chair, before putting the motion for the adjournment shall determine any items of business that may be concluded without debate.
- 18.46 The chair will confirm the adjournment of the meeting.
- 18.47 In the event of a person nominated by a Committee to attend a Board of Directors meeting is unable to do so then a substitute appointed by that Committee may attend and vote provided that the Chair or Company Secretary is informed beforehand.

19 DISSOLUTION

In the event of Welsh Athletics Ltd ceasing to operate, the normal clauses for closure of the company apply so that any assets are wisely used for the development of athletics and not for any personal gain.