

THE COMPANIES ACTS 1985 to 1989

SC217377

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION

- of -

SCOTTISH ATHLETICS LIMITED
(as at 30 August 2003)

Incorporated the 01 day of April 2001



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COMPANIES HOUSE 08/11/03

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COMPANY LIMITED BY GUARANTEE AND
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MEMORANDUM OF ASSOCIATION

-- of --

SCOTTISH ATHLETICS LIMITED

- 1 The name of the Company (hereinafter called "the Company") is "SCOTTISH ATHLETICS LIMITED".
- 2 The registered office of the Company will be situated in Scotland.
- 3 The objects for which the Company is established are to act as the governing body for athletics in Scotland on a not-for-profit basis and as such to foster, develop and control the sport of athletics in Scotland; to take responsibility for all athletic teams representing Scotland; to promote annual championships and arrange such other competitions as may be considered desirable; to establish and enforce rules for competition; to provide for the coaching of athletics; to organise or assist in organising courses and gradings for officials; to affiliate to UK Athletics Limited, to comply with its rules and regulations and to ensure compliance with national and international rules of doping control; to assist UK Athletics Limited in all matters affecting the administration and development of athletics in the United Kingdom; to advance and safeguard the interests of athletics in Scotland and those of the Company and to do all such acts and things as from time to time shall be deemed to be necessary or expedient for or in connection with athletics in Scotland and the Company; and in furtherance of these objects the Company shall have power
 - (a) To decide on categories of membership
 - (b) to consider and deal with all applications for membership;
 - (c) to deal with disciplinary matters ;
 - (d) to establish such committees as it shall from time to time think fit and to delegate to them such functions as it may determine;

- (e) to purchase or sell any goods or services to further the objects of the Company;
- (f) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit, to give indemnities and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any Company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Holding Company of the Company or another subsidiary of such Holding Company or a subsidiary of the Company all as defined by Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force or any Company associated with the Company in business or by reason of common shareholdings or otherwise and in security of such guarantees to assign, dispone, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company including uncalled capital.
- (g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, gift, donation and otherwise;
- (h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (i) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (j) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any trusts, affiliated clubs, or associations or institutions which are for the benefit of athletics;
- (k) to undertake and execute charitable trusts:
- (l) to engage and pay any person or persons whether on a full or part time basis or whether as consultant or employee, to supervise, organise, carry on the work of and/or advise the Company;
- (m) to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- (n) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or erections;
- (o) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company and to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property;
- (p) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (q) to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Company

or which are for the benefit of Athletics and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their Members at least to the same extent as such payments or distributions are prohibited by this Memorandum of Association;

- (r) to pay out of funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company;
 - (s) to do all such other lawful things as will further the attainment of the objects of the Company or any of them as the Board of Management thinks fit.
- 4 The liability of the Members is limited.
- 5 Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they cease to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).
- 6 The Company may resolve in a resolution passed by three quarters of the maximum number of eligible votes at an Extraordinary General Meeting called for the specific purpose, to terminate its operation and wind itself up, and further may resolve in like manner to amalgamate with any companies, or unincorporated associations or bodies which shall have objects altogether or mainly similar to those of the Company or which are for the benefit of athletics in Scotland.
- 7 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Company but shall be given or transferred to some other institution or institutions having similar objects to those of the Company or for any other charitable or philanthropic purposes approved by the Board of Management.