

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 5583713

The Registrar of Companies for England and Wales hereby certifies that

ENGLAND ATHLETICS LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 5th October 2005



\*N05583713J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —



12

Please complete in typescript,  
or in bold black capitals.

CHFP025

**Declaration on application for registration**

5583713

**Company Name in full**

ENGLAND ATHLETICS LIMITED

I, ANTHONY ALEXANDER GROVES TURNER

of 66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the  
formation of the company] ~~XX~~  
~~XX~~ and that all the requirements of the Companies Act  
1985 in respect of the registration of the above company and of matters  
precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

Declared at

66 LINCOLN'S INN FIELDS, LONDON, WC2A 3LH

Day Month Year

On

04 10 2005

① Please print name.

before me ①

CHARLOTTE EMMA EIGHTON

**Signed****Date**

4/10/2005

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Farrer & Co (Ref: AAT)  
66 Lincolns Inn Fields  
London  
WC2A 3LH

Tel +44 (0)20 7242 2022

DX number 32

DX exchange Chancery Lane

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh

LD1  
COMPANIES HOUSE0125  
05/10/05



# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

5583713

### Company Name in full

ENGLAND ATHLETICS LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

66 LINCOLN'S INN FIELDS

Post town LONDON

County / Region ENGLAND

Postcode WC2A 3LH

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name FARRER & CO

Address 66 LINCOLN'S INN FIELDS

Post town LONDON

County / Region ENGLAND

Postcode WC2A 3LH

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Farrer & Co (Ref: AAT)  
66 Lincolns Inn Fields  
London  
WC2A 3LH

Tel +44 (0)20 7242 2022

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for companies registered in Scotland

**DX 235 Edinburgh**



LD1  
COMPANIES HOUSE  
\*L68UF99T\*  
0126  
05/10/05

**Company Secretary** (see notes 1-5)

Company name

ENGLAND ATHLETICS LIMITED

NAME

\*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

JACK

Surname

BUCKNER

Previous forename(s)

Previous surname(s)

Address ††

SUNNYBANK

DIPTFORD

Post town

TOTNES

County / Region

DEVON

Postcode

TQ9 7NU

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature



Date

16/9/05

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

Forename(s)

JACK

Surname

BUCKNER

Previous forename(s)

Previous surname(s)

Address ††

SUNNYBANK

DIPTFORD

Post town

TOTNES

County / Region

DEVON

Postcode

TQ9 7NU

Country

ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year

2

2

0

9

1

9

6

1

Nationality

BRITISH

Business occupation

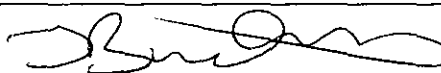
MANAGEMENT CONSULTANT

Other directorships

DARTMOOR CONSULTING

I consent to act as director of the company named on page 1

Consent signature



Date

16/9/05

**Directors** (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MR		<b>*Honours etc</b>						
<b>Forename(s)</b>		PETER								
<b>Surname</b>		RADCLIFFE								
<b>Previous forename(s)</b>										
<b>Previous surname(s)</b>										
<b>Address</b> ††		TYCANOL								
		12 LOVELL ROAD								
<b>Post town</b>		OAKLEY								
<b>County / Region</b>		BEDFORDSHIRE	<b>Postcode</b>	MK43 7RZ						
<b>Country</b>		ENGLAND								
<b>Date of birth</b>		Day	Month	Year	<b>Nationality</b>					
		1	7	0	2	1	9	4	7	BRITISH
<b>Business occupation</b>		RETIRED DIRECTOR								
<b>Other directorships</b>		LEARNING FOR LIFE BEDFORDSHIRE & LUTON								
		BEDFORDSHIRE & LUTON EDUCATION BUSINESS PARTNERSHIP								
		I consent to act as director of the company named on page 1								
<b>Consent signature</b>		P. Radcliffe		<b>Date</b>	16 / 09 / 05					

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed**

Farrar Co

**Date**04  
10 / 10 / 2005**Or the subscribers****Signed****Date***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

13/966

THE COMPANIES ACTS 1985 to 1989



COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

5583713

MEMORANDUM OF ASSOCIATION

OF

ENGLAND ATHLETICS LIMITED

1. The name of the Company (hereinafter called "the Company") is "ENGLAND ATHLETICS LIMITED".
2. The registered office of the Company will be situated in England.
3. The object for which the Company is established is to act as the delivery body for athletics in England and as such:
  - (i) to recognise the jurisdiction of the International Association of Athletic Federations ("the IAAF") as the ruling authority for determining the rules of athletics;
  - (ii) to affiliate to UK Athletics Limited ("UKA") or such other body as may be recognised from time to time by the IAAF as the governing body for athletics in the United Kingdom ("the UK");
  - (iii) to co-ordinate and support the affairs of athletics in England, according to the provisions of the Company's Memorandum and Articles of Association (and rules made thereunder) for the benefit of its members, athletes and athletics as a whole;
  - (iv) to participate in formulating the Strategy for Athletics in the UK with UKA and other athletics organisations ("the Strategy for Athletics in the UK") and to develop a framework for the development and delivery of athletics in England by working with clubs, schools, colleges, universities, local authorities, other partners, and the public at large;
  - (v) to encourage and enable participation in athletics at all levels (including participation of competitors, coaches, officials and supporters) and to



enable those with high athletic talent to develop and fulfill their potential by creating and supporting competition and training opportunities;

- (vi) to support UKA as the body responsible for elite athletics in the United Kingdom;
- (vii) to develop programmes for athletics throughout England in accordance with policies developed by the Company;
- (viii) to respect the anti-doping policy of UKA (the enforcement of which shall be by UKA);
- (ix) to co-operate with and carry out functions delegated to it by UKA in relation to United Kingdom and to co-operate with the IAAF and other relevant delivery bodies for the sport of athletics as a whole;
- (x) to co-operate with the other home country athletics associations and enter any agreements or arrangements necessary to set out their respective roles and functions and to adhere to any uniform policy in matters relating to athlete welfare, equity and inclusion, and matters affecting the administration and development of athletics in England in line with the Strategy for Athletics in the UK;
- (xi) to provide information to UKA enabling it to monitor the performance of the Company in the English implementation and delivery of the Strategy for Athletics in the UK;
- (xii) to develop commercial and communications policies and activities for athletics in England within the commercial and communications framework of the Strategy for Athletics in the UK;
- (xiii) to develop and nurture relationships with UKA, the other home country athletics associations and any relevant Government Departments and sports organisations within England;
- (xiv) to co-ordinate (where appropriate, in conjunction with UKA and other relevant bodies) athletics fixtures across England which are organised or endorsed by the Company, within the competition framework of the Strategy for Athletics in the UK;
- (xv) to oversee the selection of and co-ordination of officials for athletics events organized or endorsed by the Company;
- (xvi) to select and co-ordinate teams to represent England at the Commonwealth Games and other international athletics events where an England team competes;
- (xvii) to undertake and execute charitable trusts.

In furtherance of the above objects (but not further or otherwise) the Company shall have the following powers:

- (1) 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;
- (2) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or assets of the Company subject to such consents as may be required by law;
- (3) 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;
- (4) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit subject to such consents as may be required by law;
- (5) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Company;
- (6) to print and publish any newspapers, periodicals, books, articles or leaflets;
- (7) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise;
- (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (9) 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 subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (10) 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, member, or associations or institutions which are for the benefit of athletics in England or any part thereof;
- (11) 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;
- (12) subject to the provisions of Clause 4 hereof 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;

- (13) 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 in England or any part thereof 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;
  - (14) to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (15) to do all such other lawful things as will further the attainment of the objects of the Company or any of them.
- 4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association.
  - 5. The liability of the members of the Company is limited.
  - 6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases 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).
  - 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 the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company or which otherwise are for the benefit of athletics in England, such institution or institutions to be determined by the Company in general meeting at or before the time of dissolution and in so far as effect cannot be given to such provisions then such property shall be disposed of at the discretion of the Company for some other philanthropic or charitable purpose or purposes.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

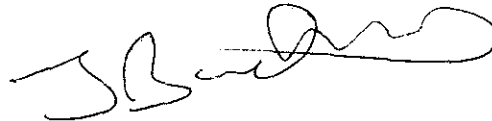
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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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JACK BUCKNER

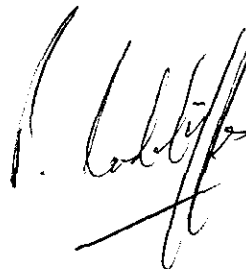
Sunnybank  
Diptford  
Totnes  
TQ9 7NU



Management Consultant

PETER RADCLIFFE

Tycanol  
12 Lovell Road  
Oakley  
Bedfordshire  
MK43 7RZ



Retired Director

---

Dated: 16 September 2005

Witness to the above signatures:



NAME: SERENA HEDLEY-DENT

ADDRESS: 66 LINCOLN'S INN FIELDS  
LONDON  
WC2A 3LH

OCCUPATION: SOLICITOR

THE COMPANIES ACTS 1985 to 1989

---

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
OF  
ENGLAND ATHLETICS LIMITED

---

**PRELIMINARY**

- 1 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

**INTERPRETATION**

- 2 In regulation 1 of Table A, the definition of "the holder" shall be omitted.

**MEMBERS**

- 3 The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the company an application for membership in such form as the directors require executed by him.
- 4 A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

## **NOTICE OF GENERAL MEETINGS**

5 In regulation 38 of Table A –

- (a) in paragraph (b) the words “of the total voting rights at the meeting of all members” shall be substituted for “in nominal value of the shares giving that right” and
- (b) the words, “The notice shall be given to all the members and to the directors and auditors” shall be substituted for the last sentence.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 6 The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.
- 7 Paragraph (d) of regulation 46 of Table A shall be omitted.

## **VOTES OF MEMBERS**

- 8 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

## **DIRECTORS' EXPENSES**

- 9 The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

## **PROCEEDINGS OF DIRECTORS**

- 10 In paragraph (c) of regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

## **MINUTES**

- 11 The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

## NOTICES

- 12 The second sentence of regulation 112 of Table A shall be omitted.
- 13 The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.

We, the subscribers to these Articles, wish to be formed into a company pursuant to these Articles.

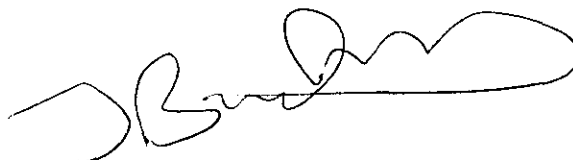
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**NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS**

---

JACK BUCKNER

Sunnybank  
Diptford  
Totnes  
TQ9 7NU



Management Consultant

PETER RADCLIFFE

Tycanol  
12 Lovell Road  
Oakley  
Bedfordshire  
MK43 7RZ

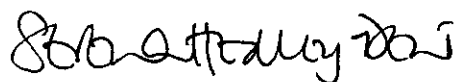


Retired Director

---

Dated: 16 September 2005

Witness to the above signatures:



NAME: SOLENA MEDLEY-DENT

ADDRESS: 66 LINCOLN'S INN FIELDS  
LONDON  
WC2A 3LH

OCCUPATION: SOLICITOR