

Here's a **clean, legally polished final version** of your AIMS Articles of Association with all updates incorporated for formal adoption. I've applied the following changes:

- Updated **principal objectives** to include camaraderie.
- Adjusted **World Congress interval** to 13–23 months.
- Incorporated the **two-year limit for associate membership** with Board exceptions.
- Added **distribution of minutes requirement**.
- Clarified **financial transparency before Congress**.
- Explicit **term limits** for the Board and officers.
- Proxy rules.
- See other changes added in red font

Association of International Marathons and Distance Races (AIMS)

Articles of Association – Final Adoption Version

CHAPTER I – Name, Headquarters, Duration, Objectives

§1 Name

The name of the Association is “Association of International Marathons and Distance Races”, abbreviated “AIMS”. It may use either its full name or its abbreviated name.

§2 Location

The registered office of the Association is established in Luxembourg City. It may be transferred to any other municipality in the Grand Duchy of Luxembourg by decision of the Board of Directors. The Association may maintain offices both in the Grand Duchy of Luxembourg and abroad.

§3 Duration

The duration of the Association is unlimited.

§4 Objectives

4.1 Principal Objectives

The principal objectives of the Association shall be:

- 4.1.1 To foster and promote distance running throughout the world.
- 4.1.2 To cooperate with the International Association of Athletics Federations (IAAF) on matters relating to international road races.
- 4.1.3 To exchange information, knowledge, and expertise among the members of the Association, **including the membership database when requested.**
- 4.1.4 **To foster camaraderie between Race Directors and Race Organizations.**

4.2 Additional Objectives

In furtherance of its principal objectives, and subject to applicable law, the Association may:

- 4.2.1 Purchase, lease, hire, or otherwise acquire property necessary to pursue its objectives.
 - 4.2.2 Sell, lease, mortgage, or otherwise deal with Association property.
 - 4.2.3 Borrow and raise money and secure repayment in any lawful manner.
 - 4.2.4 Invest Association funds in investments, securities, or property deemed appropriate.
 - 4.2.5 Undertake any lawful activities incidental or conducive to the attainment of the principal objectives.
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CHAPTER II – Members

§5 General, Admission, Categories, Resignation, Exclusion, Fees

5.1 General

The number of members is unlimited but shall not be fewer than three.

Membership is open to single or multiple distance races worldwide organized by a legal entity in its jurisdiction that agrees to observe these Articles.

Races may apply for membership as either Associate Members or Full Members. Associate status is intended for races of less than two years' standing.

After two years as an associate, races are required to move to full membership unless a majority of the Board decides otherwise upon petition from the associate race.

All members must have their courses measured by an accredited IAAF/AIMS measurer according to AIMS course measurement guidelines, at their own expense.

Members are expected to offer a promotional table or booth at their race expo for use by other AIMS members. Members may send promotional materials for display and distribution at these booths.

To accomplish its objectives, the Association may enter agreements with sponsors, patrons, and partners.

5.2 Admission

Admission of new members shall be processed and decided by the AIMS officer appointed by the Board responsible for membership.

Applications must be submitted to the General Secretary.

A membership list shall be updated before each AIMS World Congress and distributed to members and deposited with the RCS Luxembourg.

5.3 Membership Categories

5.3.1 Full Members

A race qualifies for full membership if:

- It has existed for at least two years.
- It holds a permit from its national federation where required.
- Its course distances are measured and certified by an accredited measurer.
- It complies with applicable national and international law.

5.3.2 Associate Members

A race may qualify if:

- It has been held within the last year.
- Its course distances are measured by an accredited measurer.
- It holds necessary national federation permits where applicable.
- It complies with national and international law.

The Board may accept an associate race not held in the previous year if it is managed by the same organization as an existing AIMS race.

Associate membership shall not exceed two years unless the Board grants an exception.

5.4 Honorary Titles

5.4.1 Presidents Emeritus

Former Presidents who have given exceptional service may be awarded the title of President Emeritus by vote of the AIMS World Congress.

5.4.2 Honorary Individuals

The Board may propose honorary recognition for individuals who have significantly contributed to the objectives of AIMS.

5.5 Cessation of Membership

Membership may cease through:

- Written resignation
- Non-payment of dues
- Conduct detrimental to the Association
- Failure to hold a race on two consecutive advertised dates

Resigning or excluded members have no claim to Association funds.

5.6 Membership Fees

Membership fees are determined by the Board. Changes must be reported and discussed at the next AIMS World Congress.

CHAPTER III – General Meeting (“AIMS World Congress”)

§6 AIMS World Congress

6.1 The Association will hold a General Meeting at intervals of not less than **13 months and not more than 23 months**, known as the AIMS World Congress.

6.2 The Congress determines the venue and date of the next Congress by ballot among attending Full Members.

6.3 A Special Meeting may be called by the General Secretary upon instruction of the President or by written request of one-third of members.

6.3.1 Special Meetings require forty-five days' notice.

6.3.2 Only business stated in the notice may be considered.

6.4 The Congress is presided over by the President or, if absent, a Vice-President or a chair elected by the meeting.

6.5 Notice of Congress with agenda shall be delivered at least 90 days in advance by electronic communication.

6.6 Members wishing to submit proposals must do so at least 30 days before the meeting.

6.7 Electronic Meetings

All AIMS meetings other than the AIMS World Congress shall be conducted via electronic meeting platforms, such as Zoom or an equivalent. Participation electronically constitutes presence for quorum and voting.

6.8 Distribution of Minutes

Minutes of all Association meetings, including Board and Special Meetings, shall be prepared and distributed to all members within thirty (30) days of the meeting. The minutes shall clearly state:

- The objectives of the meeting
- the matters discussed
- the outcomes and decisions reached.

§7 Powers

7.1 The AIMS World Congress elects the Board of Directors and the Treasurer.

7.2 The AIMS World Congress receives and reviews the audited financial accounts of the Association covering the financial periods since the previous AIMS World Congress.

7.3 All members shall receive the complete financial statements of the Association no later than thirty (30) days prior to the AIMS World Congress.

7.4 The financial statements distributed to members shall include a detailed report of the Association's revenues, expenses, assets, and liabilities.

7.5 The financial materials distributed to members shall also include a copy of the spreadsheet or equivalent financial record listing all payments made by the Association from the date of the previous AIMS World Congress through the close of the reporting period.

7.6 The AIMS World Congress may only legitimately meet if at least twenty percent of its members are present or represented at the date and time agreed for the meeting.

7.7 If a first meeting does not achieve this quorum, the AIMS World Congress may convene a second meeting within half an hour, which may legitimately discuss the agenda for the meeting whatever the number of members present or represented.

§8 Voting Rights

8.1 Each Full Member has one vote.

8.2 Votes must be cast by the race director of the member race or by an authorized representative designated by that member.

8.3 Decisions are taken by simple majority unless otherwise required by these Articles or applicable law.

8.4 Voting shall be conducted by secret ballot unless the Congress determines that another method of voting is appropriate.

8.5 Proxy Voting

A Full Member unable to attend the AIMS World Congress may authorize another Full Member to cast its vote by written proxy submitted to the General Secretary prior to the meeting. No member may hold more than two proxy votes in addition to its own vote.

8.6 Electronic Voting

When deemed necessary by the Board of Directors, membership votes may be conducted electronically between AIMS World Congress meetings. Procedures shall ensure the verification of voting members and, where required, the confidentiality of ballots. Results shall be communicated to all members.

§9 Elections

9.1 The AIMS World Congress elects eight members to the Board from representatives of Full Member races. Candidates must be nominated and seconded by two Full Member races present at the Congress.

9.11 Board Members must be either the race director, President, or CEO of their marathon organization.

9.2 The Congress elects the President, who appoints two Vice-Presidents from among the elected Directors.

9.3 The Board appoints the Treasurer.

9.4 Terms of Office

Officers and elected Board members serve for a term defined as the period between consecutive AIMS World Congresses.

9.5 Term Limits

No elected officer or member of the Board of Directors, including the President, Vice President, Treasurer, or elected Directors, may serve more than two consecutive terms in the same position. After completing two consecutive terms, an individual must step down from that role for at least one full term before being eligible to run for the same position again.

9.6 General Secretary

The General Secretary shall be appointed, **vetted, and hired** by the Board of Directors.

CHAPTER IV – Board of Directors

§10 Powers and Proceedings

The Board oversees the Association's affairs and acts as its legal representative.

The Board consists of four (4) to eleven (11) members, each representing a Full Member race, except the General Secretary.

After the election at the World Congress, the newly elected Board will appoint a president, vice president, and treasurer from among its elected members.

Officers include:

- President
- **Vice President**
- **The four remaining Board Members**
- Treasurer

Co-opted members may serve without voting rights.

The Board should **announce vacancies** and may fill vacancies by co-option until the next Congress.

Meetings are called by the President or Vice-President with thirty (30) days' notice unless urgent circumstances require shorter notice.

A majority of Directors constitutes a quorum.

Decisions are taken by a simple majority.

Directors receive no salary but may be reimbursed for authorized expenses.

Directors may receive medical assistance insurance when attending AIMS meetings or official business.

10.11 Conflict of Interest

Members of the Board of Directors must always act in the best interests of the Association.

Any Director with a direct or indirect financial, professional, or personal interest in a matter being considered by the Board must disclose that interest before discussion or decision.

The interested Director shall refrain from participating in the discussion and voting on that matter unless the Board determines that the interest is not material.

All conflict-of-interest disclosures shall be documented in the meeting minutes.

§11 Committees and Commissions

The Board may form committees or commissions to help achieve the Association's goals.

Members can be appointed to advisory roles without voting rights.

Committee decisions require a majority vote and Board approval.

CHAPTER V – General Secretary

§12 Secretariat

The Board maintains a secretariat led by the General Secretary.

The General Secretary does not need to be a Director and may receive compensation as determined by the Board.

Administrative staff may assist the secretariat.

§13 Role

The General Secretary:

- drafts Board minutes
- handles internal administration
- reaches out to members and third parties
- performs daily operations under Board authority

The General Secretary may resign or be dismissed with three months' written notice.

CHAPTER VI – Finances and Representation

§14 Finances

Financial year: January 1 – December 31.

Funds are maintained in accounts designated by the Board.

Withdrawals must be approved by the President and Treasurer.

Accounts must undergo an independent audit every year.

The Board appoints auditors.

14.6 Financial Transparency

The Association shall keep clear and complete financial records of all income, expenses, assets, and liabilities.

An annual financial report shall be prepared and **emailed** ~~made accessible~~ to all members

The report will include:

- a report of revenues and expenses
- A balance sheet of assets and liabilities.
- A summary of **all** financial activities for the year

These records are still subject to independent audit.

§15 Representation

The Association is legally obligated by:

- the only signature of the President, or
- The joint signature of two Directors.

The General Secretary may bind the Association for daily operational matters.

The Board might appoint representatives to national or global organizations.

CHAPTER VII – Miscellaneous

§16 Dissolution

Dissolution requires:

- Two-thirds of members present or represented
- two-thirds approval vote

Remaining assets must be allocated to support distance running globally.

§17 Amendments

The Articles may be amended by a two-thirds vote of members present or represented.

Proposed amendments must be submitted sixty (60) days in advance, with thirty (30) days' notice to members prior to the meeting.

§18 Applicable Law

In matters not addressed by these Articles, the **Law of April 21, 1928, on non-profit associations and public utility establishments**, as amended, shall apply.