Notes on Proposed Changes to the Articles of Association Approved by the Board

Resolution made on the 26th of June 2026 Board Meeting

Background

The Outdoor Partnership (TOP) is a charitable company registered with both Companies House and the Charity Commission for England and Wales. In around 2010, it became clear that TOP could no longer continue operating as an unincorporated organisation, as it had entered into several significant financial agreements which exposed its members and officers to potential financial risk.

The Wales Co-operative Centre therefore supported TOP in preparing its Memorandum and Articles of Association and registering the Company in July 2011. At around the same time, the Charities Act 2011 was introduced, extending many charitable benefits previously associated with charitable companies, including limited liability and the ability to hold property. TOP subsequently applied for charitable status. With hindsight, and had timely advice been available, it may have been preferable to register as a Charitable Incorporated Organisation under the association model. A later opportunity to transfer to a CIO registered solely with the Charity Commission was not progressed. While it would still be possible to consider operating solely as a charity, this would likely require TOP to dissolve as a charitable company and apply to the Charity Commission as a new charity. This option has not been explored in detail, as it is not considered necessary at this stage.

Since 2011, only a small number of limited amendments have been made to the Articles on a piecemeal basis, and the Articles have not been subject to a full review. As TOP's governing document, the Articles are central to the organisation's governance, fundraising, credibility and funding agreements, including those with Sport Wales. In 2025, as part of the governance improvement plan agreed with Sport Wales, a submission was made to undertake a complete review of the Articles.

The initial intention was to undertake a straightforward review using the Charity Commission's model articles for charitable companies as a reference point. However, the process proved more complex and time-consuming than anticipated, requiring several iterations to determine the most appropriate approach.

The Charity Commission's model articles are considerably more detailed than TOP's current Articles. In many areas, they address broadly the same matters but with greater specificity and length. Incorporating the model structure in full would therefore have amounted to a complete redrafting of TOP's Articles.

The approach taken has therefore been to use the Charity Commission's model wording where it improves clarity, and to introduce additional provisions where these are considered important for effective governance and control. Where TOP's existing Articles already have the same broad meaning as the Charity Commission model, and have previously been accepted by the Charity Commission, no change has been proposed. Some practical challenges were encountered in formatting the proposed amendments, particularly when incorporating changes into the existing document.

Summary of proposed changes

The table below summarises the key changes and the rationale for each, using the article numbering that applies following the proposed amendments.

The proposed changes are administrative in nature and are intended to improve clarity, consistency and efficiency in the governance and operation of the Charity. They have been informed by the Charity Commission's current model articles for charitable companies and have been approved by the Board on the 26th of June 2026.

Article No	Comments/ rational
All	Reformatted throughout due to intended changes to Articles
All	References to 'charity' have been changed to 'Company' to reflect we are a Charitable Company and retain consistence throughout the document
2	Added charity related meanings and minor changes to wording for clarity
4.1	Make it clear our registered office is in Wales. This would allow any independent subsidiaries to be elsewhere as in Scotland for example
8 b) iii	Orphan paragraph numbered
8 e) – h)	Added to ensure fairness and clarity.
12b)	Added for clarity
12-15	Clarifies process and fairness relating to membership (words from the CC Model)
13 b)	Wording includes provision for electronic notices
13 d)	Requires notice to include provision for appointing proxies.
13 e)	Makes provision for electronic communication and 'effected' changed to 'affected' (grammar)
14 b)	Reduces quorum in line with CC model document
14 g) (2)	Inserted in line with CC model document
14 k)	New Article regards process for proxies in line with CC model document
15 e) – f)	New articles regard age and disqualification in line with CC model documents
15 g)	Increases the number of directors from 8 to 12 (this reflects how the company has gown requiring wider skills
16 d)	Change to quorum numbers to reflect greater number of Directors in 15 g).
17 c)	Sentence added to require company to act in accordance with Charities Act 2011.
18	New Article "CONFLICT OF INTEREST AND CONFLICT OF LOYALTIES" to reflect CC guidance
19 a) ii)	Updates reference to Statutory Regulation (section 178 of the Charities Act 2011)
19 a) iv)	Replaces former Article 57 d) to reflect CC Model guidance
21	Former Article 59 removed and replaced to reflect compliance with employment legislation.
23 a)	Additional words to restrict surpluses to Objects
23 a)	Changed wording to be more specific
24 a)	The words 'add to' inserted to allow greater flexibility
28	Introduces new 'DISPUTES' Article