



Proposed Changes to the Articles of Association for Y Bartneriaeth Awyr Agored / The Outdoor Partnership

Report to EGM on Friday 25th September 2026

Reason for this Report

Since adopting the present Articles of Association in 2011 (the Articles) there have been a number of changes affecting charities and therefore the Board proposed to undertake a root and branch review of the Articles based on the Charity Commission for England and Wales model set for Charitable Companies. By so doing, this will add clarity and efficiency for governance of The Outdoor Partnership. The proposed changes do not affect the region in Scotland as they are governed by the Charity Commission for Scotland and have a separate Charity registration. The proposed changes are administrative only and do not affect the Charitable foundation of TOP.

Background

Y Partneriaeth Awyr Agored The Outdoor Partnership (TOP) is a Charitable Company and as such is registered with both Companies House (CH) and the Charity Commission (CC) for England and Wales (CC). Around 2010 it became obvious TOP could not continue as an unincorporated organisation due to entering a number of significant financial 'agreements' leaving the membership and officers exposed to financial risk.

Hence in July 2011, the Wales Co-op agreed to draw up Memorandum and Articles of Association for TOP and register with Companies House. During the same year the Charities Act 2011 came into being including the introduction of the Charitable Incorporated Organisation (CIO) status which conferred many benefits previously only available to Charitable Companies (e.g. limited liability and property ownership). Subsequently TOP applied for charitable status but, in hindsight and with timely advice, it would have been better to have registered as a Charitable Incorporated Organisation: Association model. Subsequently the opportunity to transfer to a CIO, registered only with the CC, was missed. The options now are to continue as a Charitable Company or become a CIO but to become a CIO this would necessitate disbanding as a Charitable Company and re-applying to the CC as a new charity. This would be an administrative burden, would not confer greater benefits as the CC publish a set of model Articles for Charitable Companies.

Consideration

Since 2011 number of small changes have been made to the Articles on a piecemeal basis. It is healthy for an organisation to undertake a comprehensive review of its governing document from time to time. The Articles are key to TOP's general operation and fund-raising efforts; are relied upon for credibility and are a corner-stone of agreements with funding organisations, notably Sports Councils. Hence in 2025 Sport Wales were notified of our intention to completely review the Articles as part of the Governance Improvement Plan agreement with Sport Wales.

The review is based on the model set of Articles provided by the Charity Commission for England and Wales for Charitable Companies. Fundamentally, the CC model articles are far more intricate than our present articles and, in most places, have the same meaning as our articles state but with greater detail and at greater length. The decision has been to keep as much of the existing Articles' wording whilst incorporating much of the CC model structure. To do otherwise could have resulted in a complete re-writing of the Articles.

Consequently, the approach used has been to use the CC model wording where they bring greater clarity and, in some cases, introduce additional articles that don't currently exist but were felt fundamental to our control. The theory is if our current Articles generally have the same meaning as the CC model, and have



been previously been accepted by the CC, then there is no reason to make a change. To accommodate the changes the articles have been formatted throughout.

Article No.	Comment / rational
All	Reformatting throughout due to intended changes and create uniformity.
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 Article regards 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 grown 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

Below is a summary of changes and the reason for the changes – using the article numbers allotted to the new proposals.

Proposal:

The revised Articles of Association for The Outdoor Partnership be approved by the Extraordinary General Meeting held on 25th September in order to modernise the governing document; clarify membership rights; introduce limited terms and eligibility criteria for Directors (Trustees); enable digital and hybrid meetings; strengthen safeguarding, equality, environmental and partnership commitments: and align with the Charity Commission for England and Wales and the Companies Act.