

**ARTICLES OF ASSOCIATION**

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**MOUNTAIN TRAINING CYMRU BOARD LIMITED**

Company No. 09295346

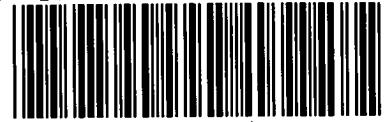
incorporated as a company limited by guarantee

ON THE 4<sup>TH</sup> DAY OF NOVEMBER 2014

Revised (12 June 2019)

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## **1      Defined terms**

1.1      In these Articles, unless the context requires otherwise:

'the 2006 Act'	means the Companies Act 2006 as modified by statute or re-enacted from time to time;
'Articles'	means these articles of association, as may be amended from time to time;
'bankruptcy'	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
'the Board of Directors'	means the board of directors of the Company established from time to time in accordance with Article 19, the members of which are the directors of the Company for the purposes of the Companies Acts;
'clear days'	means a period of days (excluding weekends and bank holidays) exclusive of the day on which the notice is served and of the day for which it is given;
'Chair'	means the chair of the Board as appointed by a General Meeting in accordance with Articles 19 and 32.2.5
'chair of the meeting'	has the meaning given in Article 14
'Companies Acts'	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
'Company'	means the above-named company;
'connected person'	has the meaning given in Section 252 of the 2006 Act;
'Co-opted Director'	means a director appointed in accordance with Article 25;
'the Council'	means the Voting Members acting together;
'director'	means a director of the Company, and includes any person occupying the position of director, by whatever name called;
'document'	includes, unless otherwise specified, any document sent or supplied in electronic form;
'Elected Director'	Means a Director elected in accordance with Articles 19 and 24
'electronic form'	has the meaning given in Section 1168 of the 2006 Act;
'general meeting'	means an annual general meeting or other general meeting of the Company;

'hard copy form'	has the meaning given in Section 1168 of the 2006 Act. ;
'independent'	means a person who is free from any close connection to the organisation and is viewed from the perspective of an objective outsider as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport.  Examples of a 'close connection' include: (A) they are or have within the last four years been actively involved in the organisation's affairs, (B) they are or have within the last four years been an employee of the organisation; or (C) they have close family ties with any of the organisation's directors or senior employees.
'member organisations'	means those bodies which have been admitted to membership of the Company either at incorporation or through procedures outlined in Article 27
'member representatives'	means those representatives nominated by the member organisations to act on their behalf and exercise their voting rights at General meetings in accordance with Article 28.2;
'mountain training'	education and training in the skills required for doing, leading and instructing safe hill, mountain, moorland and countryside walking, mountaineering and rock and indoor climbing, and other associated activities.
'the Office'	means the registered office of the Company;
'ordinary resolution'	has the meaning given in Section 282 of the 2006 Act;
'participate'	in relation to a directors' meeting, has the meaning given in Article 12;
'proxy notice'	has the meaning given in Article 40;
'Rules'	means the rules of the Company made by the Council, as amended from time to time;
'special resolution'	has the meaning given in Section 283 of the 2006 Act;
'subsidiary'	has the meaning given in Section 1159 of the 2006 Act;
'Voting Members'	the members of the Company who, under these Articles are entitled to receive notice of, attend

‘writing’ / ‘written’

and vote at general meetings and who represent the member organisations of the Company for the purposes of the Companies Acts ;

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act as in force on the date when these Articles become binding on the Company.

1.3 Words importing the singular number shall include the plural number and vice versa. Words importing persons shall include corporations and unincorporated associations.

1.4 For the purposes of Section 20 of the 2006 Act, the relevant model articles shall be deemed to have been excluded fully and replaced with the provisions of these Articles

## **2 Name and Registered Office**

2.1 The name of the Company is Mountain Training Cymru Board Limited.

2.2 The registered office of the Company will be situated in Wales.

## **3 Objects**

The objects of the Company are:

3.1 The advancement of education to promote safe and healthy community participation in recreation and sport;

3.2 in particular (but without limitation), the advancement in Wales, for the public benefit of education and training (in conjunction where appropriate with other bodies or persons and in particular the British Mountaineering Council and Mountain Training UK) in the skills required for doing, leading, instructing, coaching and supervising safe hill, mountain, moorland and countryside walking, mountaineering and rock and indoor climbing, and other associated activities;

3.3 developing and operating schemes for training, assessing and accrediting those engaged in leading, instructing, coaching and supervising others in safe hill, mountain, moorland and countryside walking, mountaineering and rock and indoor climbing, and other associated activities;

3.4 by doing all such other things as shall be thought fit to further the interests of the Company and Mountain Training, or to be incidental or conducive to the attainment of all or any of these objects.

## **4 Powers**

4.1 The Company shall have the powers to do all such lawful things as are consistent with the furtherance of its Objects.

4.2 The income and property of the Company shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the members of the Company.

- 4.3 Nothing in clause 4.2 above shall prevent the payment in good faith by the Company:
- 4.3.1 to any director, committee or sub-committee member of reasonable and proper out-of-pocket expenses in accordance with Article 22.
  - 4.3.2 of reasonable and proper rent for premises demised or let by any member of the Company or by any director;
  - 4.3.3 of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors (or any of them) in relation to the Company.

## **5 Liability of member organisations**

The liability of each member or member organisation is limited to £1, being the amount that each member organisation undertakes to contribute to the assets of the Company in the event of its being wound up while they are a member or within one year after they cease to be a member organisation.

## **6 Dissolution**

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 be paid to a body with similar educational aims and objects.

# **DIRECTORS' POWERS AND RESPONSIBILITIES**

## **7 Directors' general authority**

7.1 Subject to these Articles and any Rules made pursuant to them and the Companies Acts, the Board of Directors is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

7.2 No resolution passed by the Company in general meeting shall invalidate any prior act of the Board of Directors.

## **8 Directors may delegate**

8.1 Subject to these Articles, the Board of Directors may delegate any of the powers which are conferred on it under these Articles:

- 8.1.1 to such person or committee;
- 8.1.2 by such means (including by power of attorney);
- 8.1.3 to such an extent;
- 8.1.4 in relation to such matters or territories; and
- 8.1.5 on such terms and conditions as it thinks fit, but such delegated person or committee shall have no ostensible authority to bind the Board of Directors or the Company.

8.2 All acts and proceedings delegated under Article 8.1 shall be reported at a General Meeting in due course.

8.3 The Board of Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **9 Committees**

9.1 Committees to which the Board of Directors delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board of Directors.

9.2 The Board of Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

9.3 The quorum for meetings of any committee formed pursuant to the provisions of the Articles shall be three.

## **DECISION-MAKING BY DIRECTORS**

### **10 Directors to take decisions collectively**

The Board of Directors can make decisions either unanimously or by majority, as defined below. Decisions will normally be taken at meetings of the Board of Directors but may be agreed electronically if the Chair certifies urgency.

10.1 A unanimous decision of the Board of Directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 A decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board of Directors.

10.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

### **11 Calling a meeting of the Board of Directors**

11.1 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings shall be held in each year.

11.2 The Board of Directors shall report on their activities to the members at each general meeting.

11.3 Notice of any meeting of the Board of Directors must indicate:

11.3.1 its proposed date and time;

11.3.2 where it is to take place; and

11.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.4 Notice of a meeting of the Board of Directors must be given to each director, but need not be in writing.

### **12 Participation in meetings of the Board of Directors**

12.1 Subject to these Articles, directors participate in a meeting of the Board of Directors, when:

12.1.1 the meeting has been called and takes place in accordance with these Articles, and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a meeting of the Board of Directors, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting of the Board of Directors are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **13      Composition of the Board of Directors and Quorum**

13.1      At a meeting of the Board of Directors, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2      The quorum for meetings of the Board of Directors may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.

13.3      Subject to Article 13.4, the Board of Directors may act notwithstanding any vacancy in their body.

13.4      If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

13.4.1      **EITHER** to fill a casual vacancy arising among the directors in accordance with Article 19,

13.4.2      **OR** to call a general meeting so as to enable the members to fill a casual vacancy arising among the directors in accordance with Article 19.

### **14      Chairing meetings of the Board of Directors and General Meetings**

14.1      The Chair shall be appointed through the process defined in Article 24.

14.2      The Chair shall chair meetings of the Board of Directors. The Chair shall also preside as chair at all General meetings at which they are present.

14.3      If at any meeting the Chair is not present within fifteen minutes after the time appointed for holding the meeting or they are not willing to preside, the members of the Board of Directors present shall choose one of their number to be chair of the meeting. The person so appointed for the time being is known as "the chair of the meeting".

### **15      Casting vote**

If the numbers of votes for and against a proposal are equal, the chair of the meeting has a casting vote. This does not apply if, in accordance with these Articles, the Chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **16      Conflicts of interest (Directors)**

#### **General obligation**

16.1      To the extent required by law every Director must disclose to the Company all matters in which they or a Connected Person has an interest which could, directly or indirectly, conflict with the interests of the Company.

#### **Avoiding and authorising situations where interests may conflict**

16.2      To the extent required by law every Director has a duty to avoid situations in which they have (or could have) a direct or indirect interest that conflicts (or could conflict) with the interests of the Company (**the Duty**). Where a Director is unable to avoid such a situation the Duty is not infringed if:

16.2.1      the situation could not reasonably be regarded as likely to give rise to a conflict of interest;

16.2.2      the situation is authorised by these Articles; and

16.2.3      the matter has been proposed and authorised by the Directors in the manner set out in Article 16.3 below.

16.3      Where a situation in relation to which a Director is conflicted is proposed to the Directors for authorisation under Article 16.2.3, it may only be authorised by the Directors where:



- 16.3.1 Subject to Article 16.4, any requirements as to the quorum at the Directors' meeting at which the matter is considered is met without counting the Director in question;
  - 16.3.2 The matter is authorised without the Director in question voting on the matter (or would have been agreed to had their vote not been counted); and
  - 16.3.3 The Director in question is absent from the Directors' meeting for that item unless expressly invited to remain to provide information.
- 16.4 Where there are insufficient Eligible Directors to form a quorum at a Directors' meeting (or part of it) for the purpose of authorisation under Article 16.2.3, the Eligible Directors present shall be deemed to form a quorum provided that:
- 16.4.1 They are satisfied that the Director in question will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - 16.4.2 The total number of Directors at the Directors' meeting is equal to or higher than the usual quorum for a Directors' meeting.

#### **Interests in proposed transaction or arrangements**

16.5 A Director who is interested in a proposed transaction or arrangement with the Company may participate in the decision-making process and count towards the quorum for that part of the Directors' meeting, and be permitted to vote, if the proposed transaction or arrangement is:

- 16.5.1 With a Member and the Director or a Connected Person is a director of, or otherwise connected with the Member but the transaction or arrangement does not confer a personal benefit on the Director or Connected Person in question;
- 16.5.2 One which applies to the Director or Connected Person in question in common with other third parties and there is no benefit to the Director or Connected Person in question over and above that afforded to such third parties;
- 16.5.3 With a charity of which a Director or Connected Person is a charity trustee or with which they are otherwise connected and which is in furtherance of the objects of the Company and which does not confer a personal benefit on the Director or Connected Person; and
- 16.5.4 With a company which is wholly owned by the Company (or the Company and other charities) and in which a Director or Connected Person does not have an interest otherwise than as an unpaid director and which does not confer a personal benefit on the Director or Connected Person.

#### **Managing conflicts of interest at meetings**

16.6 Subject to Article 16.5 and this Article 16.6 where a Director or Connected Person has a direct or indirect interest in any proposed transaction or arrangement with the Company the Director must:

- 16.6.1 Declare the nature and extent of that interest either at a Directors' meeting or by written notice before the Company enters into the transaction or arrangement;
- 16.6.2 Be absent from the Directors' meeting for that item unless expressly invited to remain in order to provide information;
- 16.6.3 Not be counted in the quorum for that part of the Directors' meeting; and
- 16.6.4 Be absent during any vote and have no vote on the matter (whether in a Directors' meeting or by written resolution)

16.7 Subject to Article 16.8 if a question arises at a Directors' meeting as to the right of a Director to participate in the Directors' meeting (or part of the Directors' meeting) for voting or quorum purposes, the question may, before the conclusion of the Directors' meeting be referred to the Chair whose ruling in relation to any Director other than the Chair shall be final and conclusive.

16.8 If any question as to the right to participate in the Directors' meeting (or part of the Directors' meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that Directors' meeting for which purpose the Chair shall not be counted as participating in the Directors' meeting (or that part of the Directors' meeting) for voting or quorum purposes.

#### **17 Records of decisions to be kept**

17.1 The Board of Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every appointment by the Board of Directors and of every unanimous or majority decision taken by the Board of Directors (and all sub-committees) and by the Company at general meeting.

17.2 Any such records, if purporting to be signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### **18 Directors' discretion to propose further rules**

18.1 The Board of Directors may from time to time propose variations to, revocations of and new Rules relating to membership of the Company including (without limitation) Rules:

18.1.1 setting out different categories of membership of the Company;

18.1.2 setting out rights, privileges and obligations of the different categories of member;

18.2 All proposals for changes to rules shall be put to either an AGM or EGM for approval by members by a vote in accordance with Articles 37-42.

### **APPOINTMENT OF DIRECTORS AND OTHER OFFICE HOLDERS**

#### **19 Board composition**

19.1 The number of directors shall be not less than three and unless and until varied by ordinary resolution of the Company in general meeting shall be subject to a maximum of eight.

19.2 The members of the Board of Directors shall be designated as the Directors of MTC and shall include:

19.2.1 the Chair;

19.2.2 the Treasurer.

19.3 The officer responsible to the directors for the administration of the Company shall be entitled to attend Board of Directors meetings but shall not have a vote.

19.4 All acts carried out in good faith at any meeting of the Board of Directors or of any sub-committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person, be as valid as if every such person had been duly appointed or had duly continued in office.

#### **20 Term of office**

Each Director may serve for a three-year term. For Directors elected by the Council this will run from the annual general meeting at which they are elected to the annual general meeting in the third year after their election, but shall be subject to annual re-election. At the end of the first three-year term

of office any Director will be eligible for re-election for one further term of three years. The recruitment for the office of Elected Directors shall be conducted in accordance with Article 24.

## **21      Termination of director's appointment**

21.1      Without prejudice to the provisions of Section 168 of the 2006 Act, a person shall cease to be a director of the Company as soon as:

- 21.1.1      that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is otherwise prohibited from being a director by law;
- 21.1.2      a bankruptcy order is made against that person;
- 21.1.3      a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4      a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 21.1.5      by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- 21.1.6      unless the Board of Directors resolves otherwise, that person shall, without sufficient reason, for more than three consecutive Directors meetings, have been absent without permission of the Board of Directors;
- 21.1.7      that person is requested to resign by 50% of the members present at a General Meeting
- 21.1.8      being the Chair, Vice-Chair, or Treasurer, when their term of office expires and they are not re-elected; or
- 21.1.9      notification is received by the Board from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

21.2      A person serving as Chair or Treasurer who is removed from office as a director for whatever reason shall be deemed to have resigned from the position as Chair or Treasurer (as appropriate) and the vacancy shall be filled in accordance with these Articles.

## **22      Directors' expenses**

The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- 22.1      meetings of the Board of Directors or committees of the Board of Directors; or
- 22.2      general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

## **23      Employees and the Company Secretary**

The Board of Directors may employ such persons to perform such duties as they consider necessary for the proper administration and management of the Company at such remuneration and upon such conditions as they see fit. In particular they may appoint an officer to be responsible to the Directors for the administration of the work of the Company. That officer may also be appointed as the Company Secretary. If for any reason that officer is not appointed as the Company Secretary or ceases to be the Company Secretary then the Company Secretary shall be appointed by the directors for such term at such remuneration and upon such conditions as they may see fit, and any Company Secretary so appointed may be removed by them.

## **24 Board recruitment**

24.1 The appointment of Directors will be via an open, publicly advertised recruitment process informed by a skills audit.

24.2 A nomination committee shall lead the process for Board appointments on behalf of the Board. The nomination committee shall comprise two Directors and at least one Council member.

## **25 Co-opting directors**

The Board of Directors may in exceptional circumstances at its sole discretion co-opt directors to the Board of Directors until the next annual general meeting, provided that the total number of directors at any one time shall not exceed the maximum number fixed by these Articles in 19. Co-opted directors shall be entitled to vote at meetings of the Board of Directors and shall hold office only until the next following annual general meeting and shall then be eligible for re-election in accordance with these Articles.

## **MEMBERS, ADVISERS AND OBSERVERS**

## **26 Membership**

The following shall be members and may appoint the number of representatives as set out alongside their respective names to attend general meetings; each such representative shall have one vote:

Association of Heads of Outdoor Education Centres	1
Association of Mountaineering Instructors	1
British Association of International Mountain Leaders	1
British Association of Mountain Guides	1
British Mountaineering Council Cymru	1
Duke of Edinburgh's Award	1
Girlguiding Cymru	1
Mountain Rescue England and Wales	1
Outdoor Education Advisors Panel	1
Plas y Brenin	1
Ramblers Cymru	1
Scout Association Cymru	1

## **27 Applications for membership**

27.1 Changes to membership of the Company will only be made in general meeting in accordance with these Articles (and any applicable Rules).

27.2 No organisation shall become a member of the Company unless:

27.2.1 that organisation has completed an application for membership in such form as required by the Council, and

27.2.2 can demonstrate an ongoing involvement and interest in the delivery of Mountain Training and / or the deployment of those who have undertaken Mountain Training awards, and

27.2.3 the Company in general meeting has approved the application.

27.3 Every organisation which is admitted as a Member may exercise such powers as are prescribed by Part 9, Exercise of Members' Rights and Section 323, Representation of Corporations at Meetings, of the 2006 Act.

## **28 Conditions of membership**

- 28.1 All members shall be subject to the Rules.
- 28.2 All member organisations shall nominate a representative to attend General Meetings on their behalf.

## **29 Termination of membership**

- 29.1 The Board of Directors may, if at any time it shall be of the opinion that the interests of the Company so require, request that a member organisation withdraws from membership of the Company or nominates an alternative representative to be its voting member. Membership may only be terminated by the submission of a Special Resolution to a General Meeting. All members will be provided with at least 21 days' notice as specified in accordance with Article 31.
- 29.2 The termination of membership of an organisation must be approved by at least 75% of the members entitled to vote at a general meeting.
- 29.3 The termination of the membership of a representative must be approved by at least 50% of the members entitled to vote.
- 29.4 A member organisation may withdraw from membership of the Company by giving seven clear days' notice to the Company in writing.
- 29.5 A membership terminates automatically when a member organisation ceases to exist or on the failure of the member organisation to comply or to continue to comply with any condition of membership set out in these Articles or the Rules.
- 29.6 Membership is not transferable.
- 29.7 Any organisation ceasing to be a member forfeits all rights in relation to and claims upon the Company, its property and its funds.

## **30 Advisers and Observers**

- 30.1 The Directors may invite such persons as they think fit to attend general meetings (or any part) as advisers or observers.

### **30.1 Advisers—**

- 30.1.1 have the right to speak, but
- 30.1.2 do not have the right to vote.

- 30.2 Without prejudice to Article 30.1 the following organisations are entitled to send a representative as an adviser—

Association of British Climbing Walls,  
Natural Resources Wales,  
National Indoor Climbing Award Scheme,  
British Mountaineering Council,  
Y Bartneriaeth Awyr Agored / The Outdoor Partnership,  
Mountain Training UK & Ireland,  
Joint Services Mountain Training Centre  
Institute of Outdoor Learning Cymru  
Wales Activity Tourism Organisation

## **ORGANISATION OF GENERAL MEETINGS**

### **31 Notice of and Calling General Meetings**

- 31.1 General meetings are called on at least 21 clear days' written notice

31.2 A general meeting may be called at any time by the Board of Directors or by an officer acting on behalf of the Board of Directors or may be called on a written request to the Board of Directors from at least 25% of the Voting Members.

31.3 On receipt of a written request made pursuant to Article 31.2, the Board of Directors must call a general meeting within 21 days and the general meeting must be held not more than 28 days after the date of the notice calling the general meeting

### **32 Annual General Meetings**

32.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it.

32.2 The annual general meeting shall be held for the following purposes:

32.2.1 to receive from the Board of Directors the Company's accounts;

32.2.2 to receive from the Board of Directors a report of the activities of the Company since the previous annual general meeting;

32.2.3 to appoint the Company's auditors;

32.2.4 to receive a report from the Chair;

32.2.5 to elect (as appropriate) the Chair, Treasurer and any other Directors, as appropriate;

32.2.6 to approve any co-opted Directors appointed since the last AGM

32.2.7 to transact such other business as may be brought before it.

32.3 All general meetings, other than annual general meetings, shall be called general meetings. The Company shall hold at least one general meeting in each calendar year. The business of such general meetings shall be decided by the Directors subject to due notice having been given.

### **33 Attendance and speaking at general meetings**

33.1 A person may attend and speak at a General Meeting if they are the designated representative of a Member Organisation, a Member of the Board of Directors, or have been invited by the Board of Directors to attend.

33.2 The Board of Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.3 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

### **34 Quorum for general meetings**

No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Five voting members present in person or by proxy shall be a quorum.

### **35 Chairing general meetings**

35.1 The Chair shall chair general meetings if present and willing to do so. If the Chair is absent or if at any meeting they are not present within fifteen minutes of the time at which the meeting was due to start another Director shall preside.

35.2 The person chairing a meeting in accordance with this Article is referred to as 'the chair of the meeting'.

### **36 Adjournment**

36.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

36.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

36.2.1 the meeting consents to an adjournment, or

36.2.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

36.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

36.4 When adjourning a general meeting, the chair of the meeting must:

36.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

36.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

36.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it:

36.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and

36.5.2 containing the same information which such notice is required to contain.

36.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **VOTING AT GENERAL MEETINGS**

### **37 Voting: general**

37.1 Every Voting Member representative shall be entitled to receive notice of, attend general meetings and cast the number of votes which they are entitled to cast in accordance with these Articles.

37.2 A resolution put to the vote of a general meeting must be decided on a show of hands (including proxy votes) unless a poll is duly demanded in accordance with these Articles. Except where otherwise provided by the Companies Acts or these Articles, every resolution is decided by a majority of votes cast.

37.3 All Voting Members are entitled to send one representative to general meetings and each of those representatives shall have a vote.

37.4 Other than the Chair's casting vote (See Article 15) Directors are not entitled to vote at general meetings unless they are also the designated representative of a member organisation.

### **38 Errors and disputes**

38.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

38.2 Any such objection must be referred to the chair of the meeting whose decision is final.

### **39 Voting at general meetings**

39.1 At any general meeting a resolution put to the vote of the meeting is to be decided on a show of hands by the Members present (see Article 26) unless a poll is, before or upon the declaration of the result by the show of hands, demanded by—

39.1.1 the chair of the meeting, or

39.1.2 no less than 5 of the Members or members representing not less than 10% of the total voting rights of the Members present in person or by proxy.

39.2 The references in 39.1 to a show of hands include references to appropriate signification by those present by virtue of Article 33.

39.3 The demand for a poll may be withdrawn.

39.4 Article 39.5 applies where a resolution is decided upon by a show of hands under Article 39.1

39.5 A declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the company are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

39.6 Subject to the provisions of Article 39.5, if a poll be demanded as mentioned in Article 39.1

39.6.1 it is to be taken at such time and place, and in such manner, as the chair of the meeting directs, and

39.6.2 the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.

39.7 No poll may be demanded on—

39.7.1 the election of a chair of a meeting, or

39.7.2 any question of adjournment

39.8 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

39.9 In the event of a tie, the Chair has a casting vote.

#### **40 Procedure for proxy voting**

40.1 Every Member may appoint a proxy to vote in the place of a representative of that member at general meetings.

40.2 Such persons having a proxy vote must—

40.2.1 hold a letter signed by the appointer giving permission of proxy, and

40.2.2 inform the Company Secretary prior to the commencement of the meeting that they have a proxy vote.

40.3 Subject to sections 288, 296, 300, 355 and 356 of the Act a resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which the Member was present—

40.3.1 is as effectual as if it had been passed at a general meeting duly convened and held, and

40.3.2 may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or an extraordinary resolution it has effect accordingly.

#### **41 Amendments to resolutions**

41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:



- 41.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
- 41.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 41.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 With the consent of the chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 36.4 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## **42 Written resolution**

- 42.1 Subject to the Articles, a resolution in writing agreed by the Appropriate Majority of members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and the Appropriate Majority of members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify agreement.
- 42.2 The 'Appropriate Majority' is:
  - 42.2.1 in the case of an ordinary resolution, a simple majority of the members;
  - 42.2.2 in the case of a special resolution, 75% or more of the members entitled to vote.

## **ADMINISTRATIVE ARRANGEMENTS**

### **43 Means of communication to be used**

- 43.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.
- 43.1 The applicable address shall be;
  - 43.2.1 in the case of a Voting Member at their registered address as it appears in the register of members or by giving notice using electronic communications to an address for the time being notified to the Company by the Voting Member.
- 43.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Board of Directors in connection with the taking of decisions by the Board of Directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

43.3 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

43.4 Any Voting Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served, shall be entitled to have notices served at such address, or an address to which notices may be sent using electronic communications. Save as aforesaid and as provided by the Act, only those Voting Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

43.5 Any notice, if served by first class (or equivalent) post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice, if served by electronic communications, shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

#### **44 No right to inspect accounts and other records**

As specified in Article 32 the Board of Directors will present a summary of the company's accounts at the AGM. However, except as provided by law or authorised by the Board of Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

### **DIRECTORS' INDEMNITY AND INSURANCE**

#### **45 Indemnity**

45.1 Subject to Article 46.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

45.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

45.1.2 any other liability incurred by that director as an officer of the Company.

45.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

45.3 In this Article:

45.3.1 a 'relevant director' means any director or former director of the Company.

#### **46 Insurance**

46.1 The Board of Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

46.2 In this Article:

46.2.1 a 'relevant director' means any director or former director of the Company;

46.2.2 a 'relevant loss' means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company,

**47     These Articles of Association**

47.1     Only the Voting Members in general meeting may from time to time make, vary and revoke these Articles.

47.2     The creation, variation and revocation of these Articles will only be passed by a vote of at least 75% of Members entitled to vote at a general meeting.

47.3     These Articles must be compliant with the Companies Acts.

Annex 1 – Form of Proxy Notices

[ ] Limited ('the Company')

I/We, , of .....

being a member/members of the above-named Company, hereby appoint

of .....

or failing them,

of .....

as my/our proxy to attend, vote and speak in my/our name(s) and on my/our behalf at the [annual] [extraordinary] general meeting of the Company to be held on 20[ ], and at any adjournment thereof. This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against \*abstain

Resolution No. 2 \*for \*against \*abstain

\*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this ..... day of ..... 20[ ]