



South Wales Outdoor Activity Providers Group

Terms of Reference (November 2018)

Authority

Agreed by the Board of Directors on 16 November 2018.

[To be] approved by Members in General Meeting on 27 November 2018.

Context

In July 2018 South Wales Outdoor Activity Providers Group (SWOAPG) was registered as a Company Limited by Guarantee (Company No 11492917). This means that it has no shareholders (and is therefore designated a 'not-for-profit' social enterprise) and its Members each have a limited liability of only £1 in the event of the Company being wound-up.

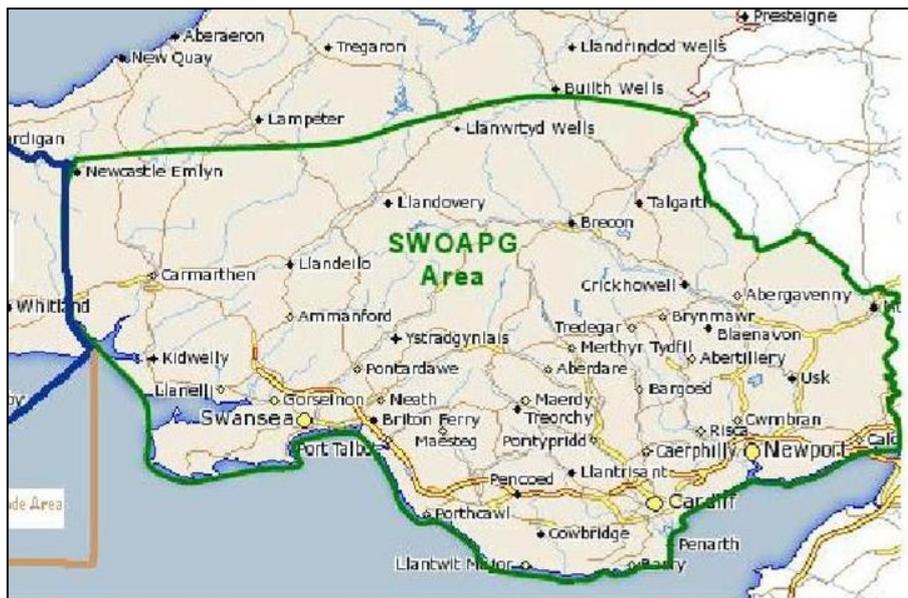
Since July 2018 the Company has taken on the activities, assets and Members of the Unincorporated Association known by the same name, which [will be] wound-up at its last Annual General Meeting (also the first Annual General Meeting of the Company) on 27 November 2018.

The Company is governed by Articles of Association that were approved by the Members of the Unincorporated Association at an Emergency General Meeting on 19 April 2018.

This document sets out operating guidelines for the Group which take the effect of 'rules' as defined in clause 62 of the Articles of Association. Where appropriate, extracts from the Articles of Association are included here, coloured blue. In the event of any conflict, the Articles of Association take precedence over this document.

Aim

The aim of SWOAPG is to provide representation on behalf of all Outdoor Activity Providers¹ active in the Brecon Beacons and South Wales area; and provide a focal point for projects and initiatives relating to the delivery of environmentally sustainable Outdoor Activities in these areas (defined by this map²).



¹ "Providers" means persons and organisations who provide outdoor activities in the Area for the benefit of the public or their own members, whether for profit or not-for-profit

² Area agreed by SWOAPG and WATO members, October 2010. Members can be based in this area or based outside and operating in this area. In addition, we may accept requests for membership from providers delivering in or on the margins of our boundary.

Our objectives are to:

- a) provide a focal point for projects and initiatives relating to the delivery of environmentally-sustainable outdoor activities in the Area;
- b) provide a forum for Providers and external bodies to share information, good practice and concerns relating to outdoor activities in the Area;
- c) advocate, negotiate, implement and maintain arrangements for continued and improved access for outdoor activities in the Area;
- d) maintain the Concordat for Gorge Walking in the Waterfalls Area in liaison with the Brecon Beacons National Park Authority (BBNPA) and Natural Resources Wales (NRW)
- e) encourage Providers to become Members;
- f) represent Providers to external bodies and forums and act as a point of focus for such bodies and forums to engage with Providers;
- g) liaise with and influence relevant external bodies in the Area, including BBNPA, NRW and the National Trust (NT);
- h) provide training and networking opportunities for Providers;
- i) provide relevant and timely information for Providers on matters affecting outdoor activity provision and access in the Area;
- j) provide support for Members, including routes to advice and consultation where appropriate; and
- k) encourage environmentally-responsible behaviour by Providers including promoting an Environmental Charter and facilitating environmental improvement projects.

SWOAPG is not:

- a) a forum for ‘criticising’ different companies – SWOAPG is non-judgemental;
- b) a profit-making organisation – any funds raised will be reinvested to the benefit of members;
- c) a rule-maker or dictator of how people run their organisations;
- d) ‘The Outdoor Activity Police’; or
- e) a Provider of Marketing – only providing access to external Marketing opportunities.

Members

Any individual or organisation involved in the delivery of outdoor activities in our Area is eligible to join, subject to clauses 7-10, 13 & 14 of the Articles of Association, in the appropriate category:

Category	Benefits	Subscription fee
Full Corporate Member (for Outdoor Activity Providers who are constituted organisations, including clubs, whether operating for-profit or not-for-profit)	<ul style="list-style-type: none"> • voting rights • access to activities provided via the Waterfalls Country Activity Access Concordat between SWOAPG & NRW (only available to Full Members) • access to external marketing opportunities (e.g. listing on SWOAPG website – <u>only available to Full Members</u>) 	Agreed annually
Full Individual Member (for Outdoor Activity Providers aged 18+ who are freelancers, sole traders or partnerships)	<ul style="list-style-type: none"> • priority access to SWOAPG training / workshops • representation & liaison with external bodies • information relating to activity provision within the Brecon Beacons and South Wales • e-mail alerts 	
Associate Corporate Member (for Provider organisations who do not need all benefits)	<ul style="list-style-type: none"> • voting rights • priority access to SWOAPG training / workshops • representation & liaison with external bodies • information relating to activity provision within the Brecon Beacons and South Wales 	
Associate Individual Member (for individual Providers aged 18+ who do not need all benefits)	<ul style="list-style-type: none"> • e-mail alerts 	

Category	Benefits	Subscription fee
Youth Member (for Outdoor Activity Providers e.g. freelancers aged under 18)	<ul style="list-style-type: none"> • “Associate” with no voting rights • priority access to SWOAPG training / workshops • representation & liaison with external bodies • information relating to activity provision within the Brecon Beacons and South Wales • e-mail alerts 	No fee
Supporter (for organisations and individuals who support the aims and objectives, but are not Outdoor Activity Providers)	<ul style="list-style-type: none"> • “Associate” with no voting rights • access to SWOAPG training / workshops • information relating to activity provision within the Brecon Beacons and South Wales • e-mail alerts 	
Subscriber	<ul style="list-style-type: none"> • “Associate” with no voting rights • e-mail alerts only (urgent and relevant e-mails) 	

Termination of Membership

Further to clause 13 of the Articles of Association, any member who wishes to terminate their membership should do so by putting their request in writing (letter or email) to the SWOAPG Co-ordinator who will confirm the request in writing.

Should a member be in breach of these Terms of Reference then in the first instance the member will be contacted by the Chairperson to discuss the breach. Should there not be a satisfactory resolution then the matter will be taken to the Steering Group for a decision on action to be taken which may result in a Special Resolution for expulsion of the Member being proposed to a General Meeting. Any such decisions will be provided in writing (letter or email) to the member by the SWOAPG Chairperson.

Responsibility and Accountability

Members

Members are responsible, in General Meeting, for:

- electing and removing Directors, Steering Group Members and the Chairperson;
- appointment and remuneration of auditors;
- agreeing amendments to the Articles of Association and these Terms of Reference; and
- any other business referred for consideration in General Meeting.

Arrangements for General Meetings are set out in clauses 15-14 of the Articles of Association.

Members are responsible, individually, for:

- ensuring that SWOAPG has up-to-date details about them and/or their organisation or business;
- paying membership subscriptions and fees for services upon request; and
- behaving in accordance with the SWOAPG Environmental Charter and Codes of Conduct; and in a professional manner that brings neither them, their organisation or business, other Providers, SWOAPG or the outdoor activity sector into disrepute.

In between meetings other Group correspondence and consultation will be by email, via the SWOAPG website or SWOAPG Social Media Networks.

Steering Group

The SWOAPG Steering Group comprises up to 12 individuals (who may be Directors, Individual Members or nominated representatives of Corporate Members) and is:

- responsible for ensuring that SWOAPG operates in a way that meets its aims and objectives and the wishes of Members; deciding when to consult Members on operational matters; and agreeing the Coordinator’s workload and priorities; and
- accountable to Members for strategies, policies and practices affecting provision of outdoor activities in our area.

The Steering Group includes, ex-officio, all Company Directors. The Coordinator (who is also the Company Secretary) also attends meetings of the Steering Group if required for the purposes of taking minutes and advising the group.

Members are elected to (and removed from) the Steering Group in the same manner as if they were Directors being elected to (or removed from) the Board, as provided in clauses 37, 38 and 54 of the Articles of Association.

The Steering Group conducts its business in the same manner as the Board of Directors, as set out below (based on clauses 41-44 and 46-48 of the Articles of Association):

- The Steering Group may meet together for business, adjourn and otherwise regulate their meetings as they think fit and questions arising at any meeting shall be decided by a majority of votes – except for any decisions that are properly the responsibility of the Board of Directors, in which case the a majority of the votes of the Directors present shall also be required.
- In the case of an equality of votes the Chairperson shall have a second or casting vote.
- A Steering Group Member may, and the Secretary shall on the instruction of the Steering Group, summon a meeting of the Steering Group at any reasonable time. A meeting of the Steering Group may be held either in person or by suitable electronic means agreed by the Steering Group Members in which all Steering Group Members may communicate with all other Steering Group Members.
- The quorum necessary for the transaction of business of the Steering Group shall be 3 Steering Group Members – except that for the transaction of business that is properly the responsibility of the Board of Directors, the quorum shall be 3 Directors.
- The Chairperson or in their absence some other Steering Group Member nominated by the Steering Group shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other Steering Group Member (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Steering Group shall elect one of their number to be Chairperson.
- The Steering Group shall cause proper minutes to be made of the proceedings of all meetings...and of all business transacted at such meetings. All such minutes shall be open to inspection by any Member of the Company during the Company's normal working hours and by any other person authorised by the Company in General Meeting.
- A resolution in writing signed by all Steering Group Members for the time being who are entitled to vote shall be valid and have the same effect as if it had been passed at a meeting of the Steering Group and may consist of several documents (including electronic documents) in like form signed (in verifiable form) by one or more Steering Group Members.

In between meetings other Group correspondence and consultation will be by email, via the SWOAPG website or SWOAPG Social Media Networks.

The Steering Group may devolve appropriate work to working groups or individuals who in turn shall provide regular feedback on progress.

Board of Directors

The Board of Directors comprises 3-12 Steering Group Members who choose to become Directors and is:

- responsible for ensuring that SWOAPG operates in accordance with law and good governance practice and for day-to-day management of the Coordinator's activities; and
- accountable to Companies House, HMRC and Members for the proper operation of the Company.

The Directors' legal responsibilities override any requirements placed upon them by Members or the Steering Group.

The Coordinator (who is also the Company Secretary) attends meetings of the Board if required for the purposes of taking minutes and advising the Board.

Arrangements for the appointment and removal of Directors and for the conduct of their business is set out in clauses 35-55 of the Articles of Association.

Chairperson

One of the Directors is elected at each Annual General Meeting to serve as the Chairperson, to preside at all General Meetings and meetings of the Board of Directors. The Chairperson is:

- responsible for ensuring the proper operation of the Board of Directors and the Steering Group; and
- accountable for this to the Board of Directors, the Steering Group and Members.

Coordinator

The Coordinator is engaged by the Board of Directors through a contract for services, renewed at appropriate intervals using a process determined by the Board. The Coordinator is a self-employed contractor and not, therefore, an employee of the Company – and is neither a Director nor a Steering Group member³. The Coordinator is:

- responsible for operating day-to-day business in accordance with strategies, policies, practices and priorities agreed by the Board of Directors, the Steering Group and Members;
- responsible for fulfilling all the duties of the Company Secretary as set out in the Articles of Association; and
- accountable to the Board of Directors for day-to-day operations.

Financial Management

The Board of Directors will nominate one Director to act as Treasurer, responsible for ensuring proper financial management of the Company (including arrangements for auditing of the accounts if required).

The Coordinator or the Treasurer will maintain books of account as required by clauses 57-60 of the Articles of Association.

The Coordinator and at least 1 Director (usually both the Treasurer and Chairperson) will be authorised by the Board of Directors as signatories to the Company's bank accounts (and other legal documents in accordance with clause 53 of the Articles of Association).

Transfers of funds between the Company's bank accounts (including merchant accounts e.g. PayPal and GoCardless) and 'routine' refunds of Members' payments (e.g. when events are cancelled) may be made by any one of the signatories. If 2 Directors are authorised as signatories, all payments to the Coordinator may only be initiated by one Director and authorised by another. All other payments made by the Company may be initiated by any of the signatories but must be authorised by another Director.

³ The Articles of Association permit the Secretary to be a Director, but the Board of Directors has agreed with the Coordinator that a clear separation of duties is desirable and that the Coordinator should not, therefore be a Director or Steering Group member but will normally be present to provide administrative support at all meetings.