



# South Wales Outdoor Activity Providers Group

## **Notice of an EMERGENCY GENERAL MEETING to be held on Thursday 19<sup>th</sup> April 2018 commencing at 6.30pm at Garwnant Visitor Centre (CF48 2HU)**

Please note: all attendees will be required to register on entry, for voting purposes

### **AGENDA**

#### **1. Welcome & Apologies**

#### **2. Update on latest Brecon Beacons & South Wales activity news**

#### **3. Proposal to introduce Membership Fees**

- a. Presentation by Steering Group to explain funding background; membership survey results (summary attached); options that were considered; reasons for choosing the proposed option; & how it might work
- b. Comments from Natural Resources Wales / Brecon Beacons National Park Authority
- c. Discussion, Questions & Answers
- d. Vote on Proposal 1:

**Proposal 1:** "That the membership categories listed in the attached table (overleaf) are introduced with immediate effect; that the associated subscription fees (valid until 31 March 2019) are collected through an online membership management system as soon as the Steering Group is able to implement this system; that all subscription fees should automatically be increased from this baseline on 1 April each year, in line with the Consumer Prices Index (rounded up to the nearest pound); and that the operation of the system and level of subscription fees should be reviewed in October 2018 so that members can approve any necessary changes at the next Annual General Meeting."

#### **4. Proposal to form a Company Limited by Guarantee**

- a. Presentation by Steering Group to explain why we wish to transform from an Unincorporated Association to a Company Limited by Guarantee; and the process that is involved
- b. Discussion, Questions & Answers
- c. Vote on Proposal 2:

**Proposal 2:** "That the Steering Group register a Company Limited by Guarantee with:

- the name "South Wales Outdoor Activity Providers Group";
- the attached Articles of Association; and
- the Subscribers to the Memorandum of Association and the Initial Directors being Jeff Calligan, Steve Rayner, Emyr Rees and Ieuan Starks;

and take the necessary actions and develop the necessary regulations and procedures to, as soon as possible:

- (a) transfer all the operations and assets of the existing unincorporated South Wales Outdoor Activity Providers Group to this Company, with as little change as possible to operating procedures;
- (b) co-opt additional Directors from among the current Steering Group;
- (c) dissolve the existing unincorporated association; and
- (d) arrange an Annual General Meeting to elect a full Board of Directors."

#### **5. Any Other Business** that shall have been notified to and agreed by the Steering Group in advance

**Table of Membership Categories Relating to Proposal 2**

New Membership Category	Benefits (including but not necessarily limited to those listed below)	Annual subscription to 31/03/19	Relationship to Existing Membership Categories	Category in Articles of Association <sup>1</sup>
<b>Full Corporate Member</b> (for Outdoor Activity Providers who are constituted organisations, including clubs, whether operating for-profit or not-for-profit)	<ul style="list-style-type: none"> <li>voting rights</li> <li><b>access to activities provided via the Waterfalls Country Activity Access Concordat between SWOAPG &amp; NRW</b> (<u>only available to Full Members</u>)</li> <li><b>access to external marketing opportunities</b> (e.g. listing on SWOAPG website – <u>only available to Full Members</u>)</li> <li>access to SWOAPG training / workshops</li> <li>representation &amp; liaison with external bodies</li> <li>information relating to activity provision within the Brecon Beacons and South Wales</li> <li>e-mail alerts</li> </ul>	£75	Broadly the same as Level 3 Providers, but also for Level 2 / 1 Providers who use Dinas Rock and/or Sychryd and/or Mellte gorges	Corporate Member
<b>Full Individual Member</b> (for Outdoor Activity Providers aged 18+ who are freelancers, sole traders or partnerships)		£75		Individual Member
<b>Associate Corporate Member</b> (for Provider organisations who do not need all benefits)	<ul style="list-style-type: none"> <li>voting rights</li> <li>access to SWOAPG training / workshops</li> <li>representation &amp; liaison with external bodies</li> <li>information relating to activity provision within the Brecon Beacons and South Wales</li> <li>e-mail alerts</li> </ul>	£25	Broadly the same as Level 2 Providers, but also for Level 3 Providers who do not use Dinas Rock and/or Sychryd and/or Mellte gorges	Associate Member
<b>Associate Individual Member</b> (for individual Providers aged 18+ who do not need all benefits)				
<b>Youth Member</b> (for Outdoor Activity Providers e.g. freelancers aged under 18)	<ul style="list-style-type: none"> <li>access to SWOAPG training / workshops</li> <li>representation &amp; liaison with external bodies</li> <li>information relating to activity provision within the Brecon Beacons and South Wales</li> <li>e-mail alerts</li> </ul>	Free	New category	Associate
<b>Supporter</b> (for organisations and individuals who support the aims and objectives, but are not Outdoor Activity Providers)	<ul style="list-style-type: none"> <li>access to SWOAPG training / workshops</li> <li>information relating to activity provision within the Brecon Beacons and South Wales</li> <li>e-mail alerts</li> </ul>	Free	Associate Members at all Levels	Associate
<b>Subscriber</b>	<ul style="list-style-type: none"> <li>e-mail alerts only (urgent and relevant e-mails)</li> </ul>	Free	Level 1 / Observers	Associate

<sup>1</sup> This relates to the Company Articles of Association under Proposal 2. We have listed as few Categories as possible in the Articles, so that we do not need to change them every time we introduce a slightly different membership arrangement. The Articles state that each Category defined therein “shall be entitled to receive all the benefits and privileges of membership as are from time to time defined by the Board of Directors.”



# South Wales Outdoor Activity Providers Group

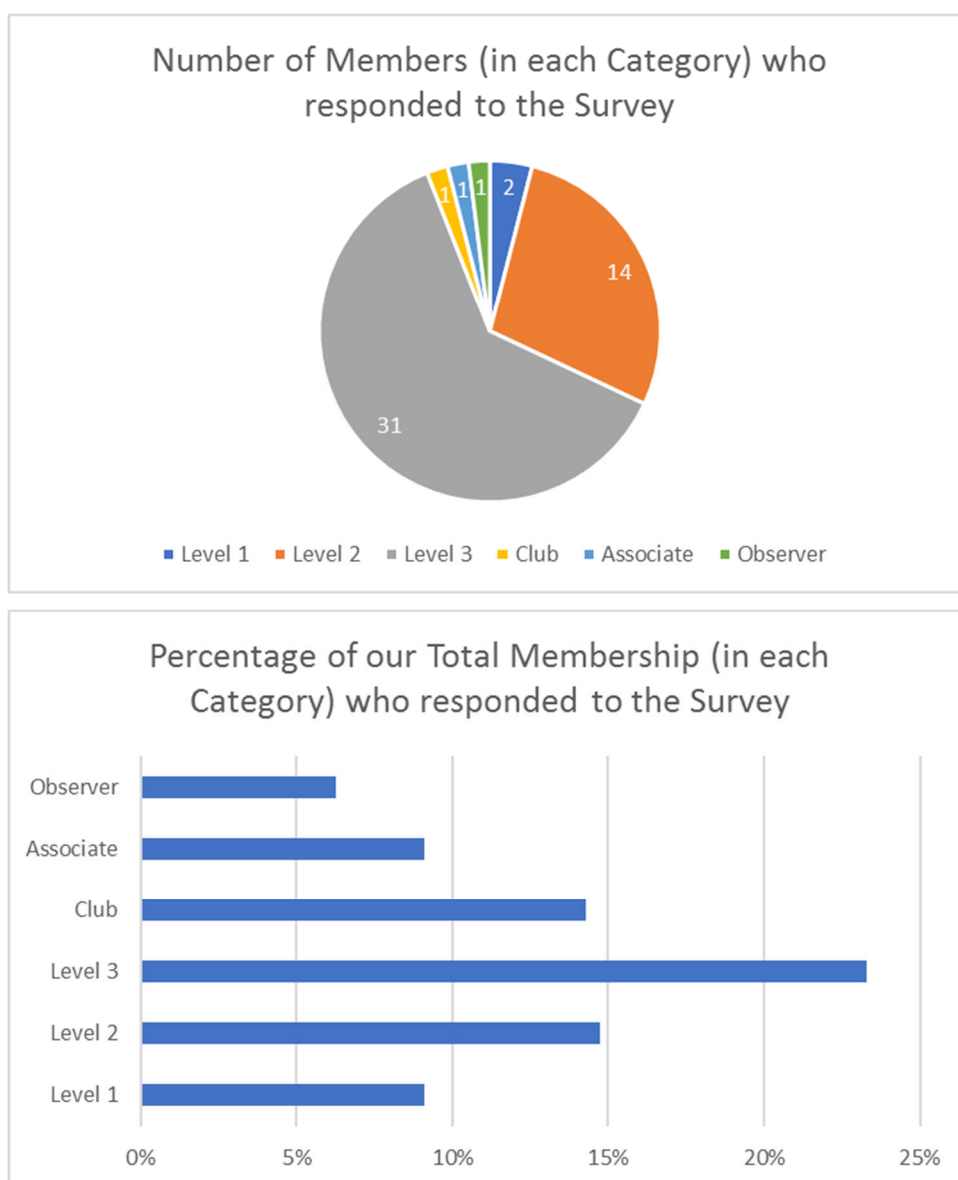
## Membership Survey 2018: Summary of Results

### Introduction

SWOAPG conducted an online membership survey in March 2018 to tell us what members value about us and to help us decide how best to continue to operate following the withdrawal of Visit Wales funding this month.

### Who Responded?

The charts below show how many people responded from each of our membership categories – and what proportion of our total members this represented from each category.

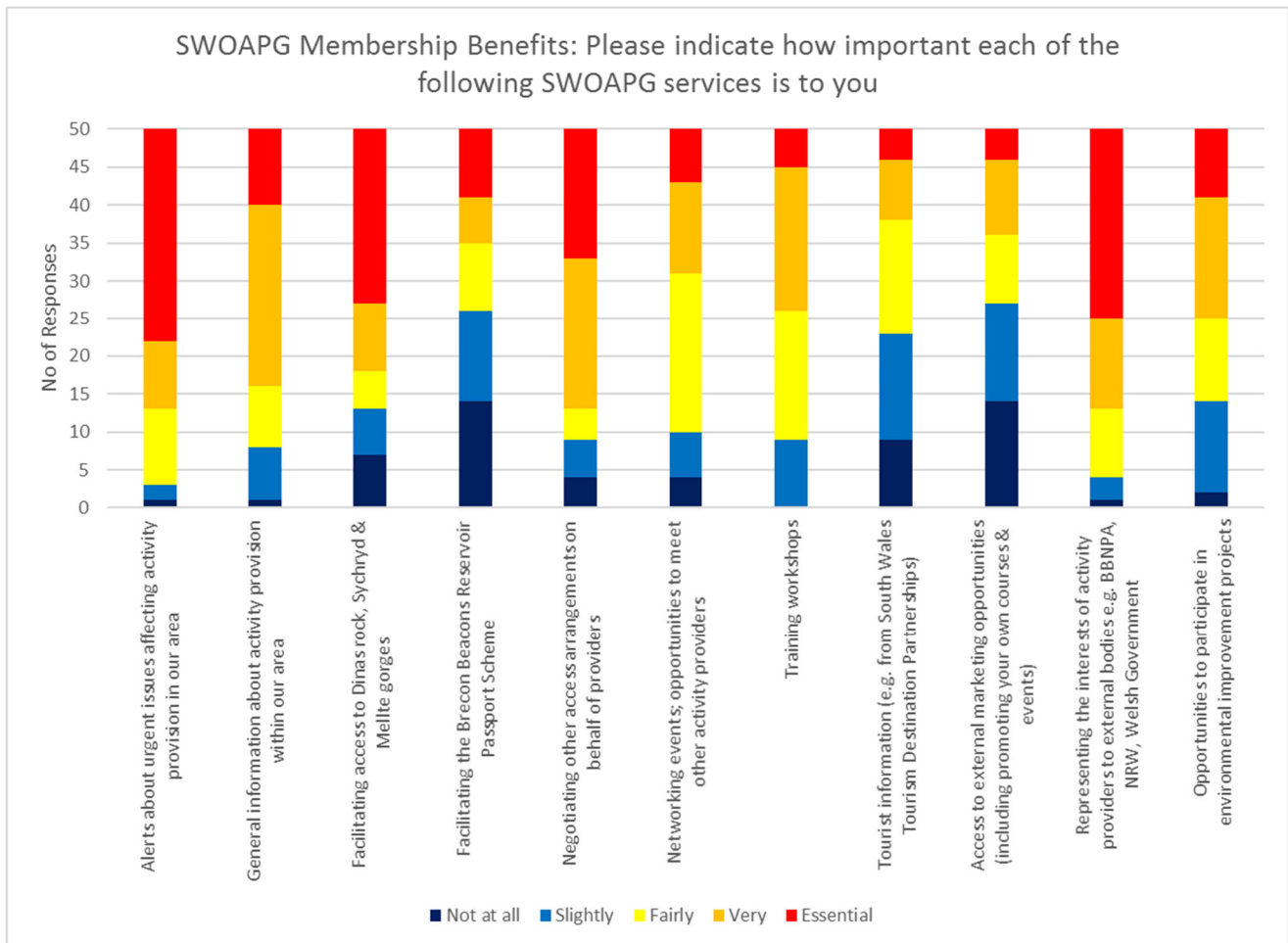


### Conclusions:

- ⇒ The number and proportion of Level 3 respondents is 'statistically significant', so we can interpret their responses as being representative of all Level 3 Members.
- ⇒ However, the low number of other respondents means we should be cautious in drawing firm conclusions from their responses.
- ⇒ The low overall response rate suggests that our members are largely apathetic or disinterested in the decisions we need to make about our future and how it affects them.

## SWOAPG Membership Benefits

We asked which of our current membership benefits were important to our members. Their responses are shown on the chart below.



We also asked what other important benefits SWOAPG currently provides or should provide in the future, to which we received the following responses:

As an organisation new to the area it is helpful to have a "go to " organisation

I believe SWOAPG's influence over policing conservation issues in sensitive areas is a huge asset to the BBNPA. Also, safety alerts are invaluable to activity providers.

Environmental education/workshops/initiatives: close working relationships with all stakeholders of outdoor activities including National parks, local communities, schools, education authorities, tourism etc. Networking to ensure compliance both environmentally and safety

Although we don't use any of the key locations, e.g. the gorges, caves or climbing areas. I can see a massive wider benefit provided by SWOAPG for all providers using the area and visitors. The work undertaken has clearly been of benefit to all members.

Really, it's support for SWOAPG and alerts for clubs. In some cases, clubs have differing stances on that of 'professional' outdoor bodies and this can/could cause friction in some cases. Access being the main one.

Historically we did gorge-walking directly but now use freelance providers, so it is really the indirect benefits that are good for us. Although this is the case we would be prepared to pay an associate fee to allow SWOAPG facilitate access to the gorge

Representation of local providers in general terms- almost a "union"

SWOAPG is for all NOT individual just some concerns that may have been.

A very good go-to source for views within the wider sector, both general and specific.

A voice for the sector.

Having a voice for all providers

## Conclusions:

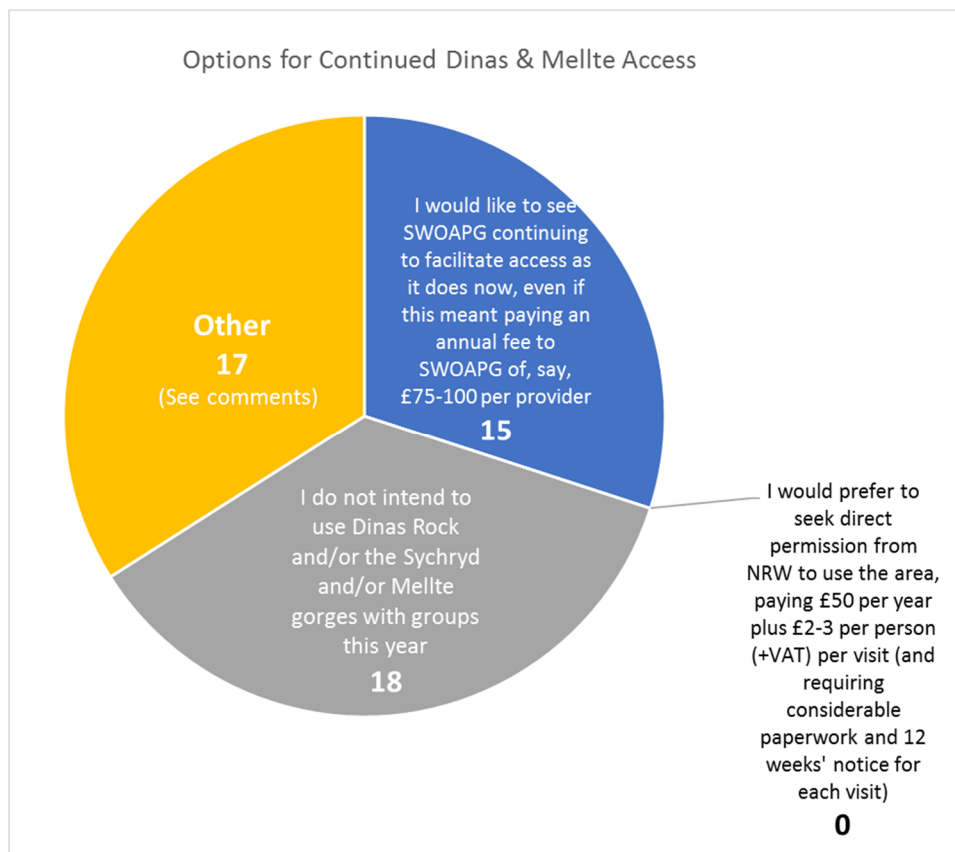
- ⇒ Alerts about urgent issues; and representing the interests of activity providers to external bodies are 'essential' activities for SWOAPG to provide.
- ⇒ Facilitating access to Dinas Rock, Sychryd & Mellte gorges is very important – and essential to those that use the gorges.
- ⇒ General information about activity provision within our area; and negotiating other access arrangements on behalf of providers are very important services that SWOAPG could continue to provide.
- ⇒ Facilitating the Brecon Beacons Reservoir passport scheme is essential for some members – but unimportant for many others, so SWOAPG should consider carefully any future involvement in this scheme.
- ⇒ Networking events, training workshops and opportunities to participate in environmental improvement projects are fairly important to most members, which SWOAPG could continue to provide as 'added value' membership benefits.
- ⇒ Tourism information and access to external marketing opportunities are unimportant to many members, so should be low on SWOAPG's priorities.

## Member Payments

Now that Visit Wales has withdrawn its funding for SWOAPG, the Steering Group is considering options for how best to QUICKLY continue funding the Group's operations - without which SWOAPG will soon be unable to continue to provide its current services (including facilitation of gorge access).

### Options for Continued Dinas Rock, Sychryd & Mellte Gorges Access:

We asked which of two options members preferred for obtaining access to use Dinas Rock and/or the Sychryd and/or Mellte gorges with groups this year. The results suggest that members would prefer SWOAPG to continue to facilitate access, even if this meant paying an annual fee, rather than the alternative of seeking direct permission from NRW – but many offered alternative suggestions or additional comments to these two options (see overleaf).



The following comments and suggestions were received about options for continued Dinas Rock, Sychryd & Mellte Gorges Access:

2nd option OR lower fee to SWOPAG + payment per visit or person

Are these the only three options? I am against all demands for payment for use of the outdoors by activity providers. Why are NRW demanding payment for a resource that we have all used for very many years? I would rather that this issue was re-visited and an alternative cost-free solution agreed.

As a freelance instructor I work for other organisations and not directly for myself. That being the case I believe it unfair of me to be asked to pay any membership fee as I am a level 2 member being provided information...this information can be passed on to me by the company I mainly freelance for. I therefore also believe it unfair of me to vote on any amount of fees possibly implemented for providers. I am not a provider.

Charge at car park.

Continue as status quo.

Could payments be tiered for providers. as I am a very limited user compared to companies that use every day.

Historically we did gorge-walking directly but now use freelance providers, so it is really the indirect benefits that are good for us. Although this is the case we would be prepared to pay an associate fee to allow SWOAPG facilitate access to the gorge (we probably have no more than 2-3 groups using the gorge)

I personally do not use the gorge a great deal maybe 3 times a year so having to pay £75-100 would be unfair in my option, why not just charge a member fee of £25 per year then further fees for those using the gorge more often

I would like SWOAPG to continue to facilitate access to the gorge but at a much lower fee than £75-£100 as I believe this is unaffordable for small businesses that only use the gorge occasionally. Any shortfall could perhaps be made up by charging for workshops

I would like to see SWOAPG continuing to facilitate access

I would prefer not to pay for access. The venues listed have been in constant use for over 40 years and as such charges should not be introduced. A fairer way of raising income would be to charge for parking as is done in Porth yr Ogof

It is unfair to comment on this as we do not offer activities that use these locations.

Smaller membership fee

SWOAPG needs to cut its coat according to its cloth. Almost everything on the above list can be obtained elsewhere.

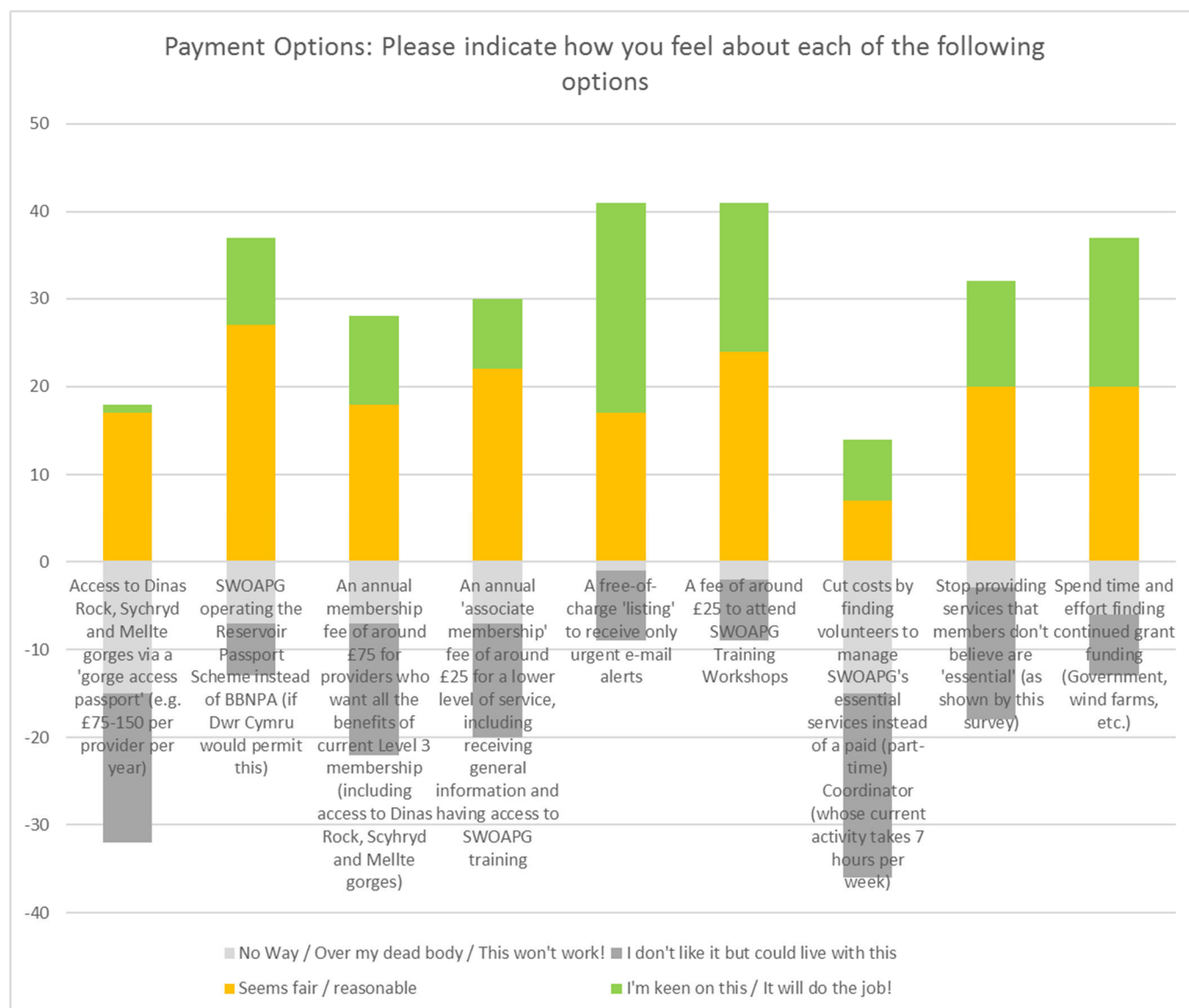
We only use the gorge once or twice a year, but would want to support others being able to access

## Conclusions:

- ⇒ There is no demand from providers to obtain per-use permission direct from NRW rather than through the current SWOAPG arrangements.
- ⇒ Members who use this area would generally support the payment of a fee to SWOAPG if that granted them continued access, although some users object to this in principle and may cease to use the area if payment is required.
- ⇒ Some users would prefer to pay directly for parking than a fee that would provide them with access to the area – although this is not an option that NRW is prepared to consider, nor would it assist SWOAPG with its own funding difficulties.
- ⇒ Some users would prefer a per-use access fee to a one-off membership fee: this is addressed in the following survey question.
- ⇒ Members who do not use this area would not wish to pay for those who do.
- ⇒ Consideration should be given (in the future, if not this year) for tiered fees dependent on business size or usage.

## Payment Options:

We asked how members felt about a range of possible options for payments that would fund our continued operation. Their responses are summarised in the chart below.



We received the following comments to explain these responses and to suggest other ideas that could help SWOAPG to overcome its impending funding shortfall:

1. We (AALS) is not comfortable about making suggests (above) about other people's expenditures. However, we would be happy to join as an associate member.
2. Lobby WAG members and MPs, and MEPs. Adventure Tourism is massively important to Wales.

Although we are not very actively involved in SWOAPG, it undoubtedly provides an outstanding and very important service for outdoor providers. Could any charges be based on size of organisation? Could it merge with Pembrokeshire Outdoor Charter and Snowdonia Active and form an all Wales group?

Charge at car park. Look at the Tourism in these areas this can be a win-win both for members, Land owners and BBNP. (Why £75/100 this seems expensive considering the amount of members)  
 Membership to National Trust is cheaper!

Happy to pay for SWOAPG membership or for use of gorge, but need to be reasonable to smaller 'one-man operators' who use the area very little vs big companies who are there most weeks with big groups

Having been operating here for over 40 years, I'm starting to slow down now (!) and don't work with large groups any more. However, SWOAPG does a grand job and I'm keen to see it continue and will support it in any way I can.

I am not at all happy with the idea of having to pay to use the gorge, as I believe this is just a way of keeping the coordinator role running just for the benefit of the coordinator. The best scheme would be to place charges on the car parking at Dinas just like at Porth yr Ogof. Also, the other issue that I can see is that if you charge for the Sychryd and Mellte gorges, people will try and use gorges elsewhere and this will not be good for the Park or NRW.

I have only added the ones that are relevant to us as a club. If it was not free we would not join.

I think a fee to keep it going is in our interest as an industry, How we still keep those that won't pay engaged would be an issue I think as they maybe the people we need to keep on board. How we keep it fair to those who do and those who don't pay also is a question. As if lots don't pay but benefit the ones who do pay will soon stop I think

I think it makes a big difference not being an activity provider that uses the gorge areas. I can see that SWOAPG is essential for the proper management of this area but for my business I wouldn't consider it really essential. I'd feel OK about contributing a nominal amount annually (say £25) but strongly feel that those who use the gorge area should stump up more in order to help sustain SWOAPG, since they benefit most directly from the existence of the group.

I would suggest that this group becomes volunteer led. Surely the steering committee could cover the work of the coordinator? I don't believe grant funding is the solution as this is never sustainable. I am absolutely against a charge for use of the outdoors, be that creeping charges for parking at popular mountain sites or pp charges for use of a venue.

If a gorge passport scheme comes into place how will this be policed and enforced fairly?

If SWOAPG were to take over the reservoir passport would this take on the same fee format for charging and would the gorge passport be the same or would we require to different passports. Also, does the Blaen y Glyn gorge come under the planned schemes?

If there was a paid membership fee of £75 I would probably not renew as I already get most of the same benefits from BBT and don't use the gorge but would consider a lower fee of £25 as I believe you do good work, however you may find the admin time to chase low cost subs outweighs the benefit. Unpaid coordinator roles seldom work as there is no accountability and things can miss getting done. Charging a permit fee for the use of the gorge seems like a good way forward as the activity providers do have use of this great resource for profit.

New to the area, and I understand this change, but my view is that proposed charge is sensible and reasonable

These responses may be a little unfair coming from an organisation which does not access the Gorge and other locations on a regular basis.

Given the choice between paying a membership to SWOAPG and other bodies, I would prioritise SWOAPG as the work already completed has a clear longer-term benefit and fits better on a moral level. I don't think 7 hours a week is enough and certainly would not be happy seeing this lumbered on anyone as a voluntary expectation.

I do think that a small contribution could be made on a per participant basis for the use of the Gorges and anywhere else that SWOAPG has made an access agreement, this being used to maintain those agreements and charters. As a DofE expedition provider, we pay a per participant fee for being entitled to run expeditions so can understand the precedent of this.

From an experience and knowledge perspective, SWOAPG is a far better fit for the reservoir passport scheme than BBNP.

Clearly, the next few years are going to see payment for access becoming an issue, Glasbury - Hay and Pen y Fan being two obvious cases.

If there was a SWOAPG membership scheme which allowed for free, or reduced rate access to these sites, or bolt on to membership options, that would be entirely reasonable as you are then paying for what you want to use.

Although our attendance at meetings and involvement in the group is very infrequent, I do respect the amount of work that has been undertaken and successfully completed by SWOAPG and hope that there is a way to maintain current levels of funding. Good luck, if I spot any potential sources for funding, I will let you know.

We are not located in South Wales and only use Sychryd/Mellte gorges once or twice per year, so a £75 membership fee would be difficult to justify. Alerts concerning the gorges and Porth yr Ogof cave have been useful.

We as a company have been an active member of SWOAPG since the start, we have attended most workshops, networking events, clean ups, National Park path building, meetings etc and have felt that it has been of great benefit to ourselves and all members.

We have been an active member establishing an evacuation and procedure map with the local mountain rescue teams which is now ready to go to print. I have also run workshops for the group with the Mountain Rescue teams and will be doing so in the future

We fully back and have followed the concordat and see if all members used correctly is a fantastic system. Over the years I have been frustrated with other members not attending workshops, meetings, clean ups or adhering to the concordat etc and still receiving the same benefits and rewards. I would be willing to pay to be a member of the organisation I believe it to be the only way forward, I made this suggestion several years ago but was shot down with providers not accepting they have to pay and believe it is there given right to receive access and benefits without any commitment's

The way forward is definitely the membership payment scheme which may mean greater commitment and effort by all members, if they object they are probably the ones taking and not giving.

It always seems to be the same few providers making an effort and others just taking and benefiting from the work of others, make everyone pay and this hopefully will stop.

Carry on the good work, I will be offering a Mountain Rescue workshop in the near future and providing the Mountain Rescue Evacuation map.

We as an Outdoor Company, are not based in South Wales, but operate in the Brecon Beacons up to 10 weeks a year and as much of the services SWOAPG offers is not relevant to us, however, the email alerts and training opportunities are always welcome to hear and can only help us to deliver Safe & Enjoyable activities, of which could be invaluable to providers like us who are not situated in the local area and with little contact of others in the local area, we may miss some information that the alert system clearly provides and forwards to us, which we are extremely grateful of. So, as I selected above, we would happily pay a small subscription fee for this service.

We don't operate in the Brecon/gorge areas and have no realistic interest in doing so in the short/medium term. Our membership of SWOAPG is most useful for us as a collective voice for Welsh Gov. If it were necessary for us to subsidise the cost of Gorge access through our membership, then the question of how much do we value that voice would be the big question.

Perhaps separating membership along those lines may be an option

We have talked about a membership fee in the past and something seems ok but from zero to £75 is a massive leap. Prioritising co-ordinaries jobs is important. Getting more of steering group to do coordinators tasks for free. A balance of time looking into other grants. As an ex steering group member I support SWOAPG, I still give advice and time. Look for others in membership that can help with funding ideas even if they aren't on steering group. e.g. talk to heads of Centres

While I find membership of SWOAPG valuable as a means to keep abreast of what's going on in the industry, I rarely use the Dinas gorge area for activities, so much of the organisations work is only occasionally useful to me. However, I do feel that the work SWOAPG does is essential for those who do use the gorge on a regular basis, and I feel that a solution must be found that will allow the scheme to continue in as close to its current form as possible.

Wind farm and other alternative energy providers may be a useful source of funding - what you are looking for is very small money to them and they must have some sort of 'community benefit' in their planning permissions. Not having been to the gorge recently - can it still be used by non-affiliated groups? Is there a charge on the car park as in Porth yr Ogof? Is this a source of revenue?

## Conclusions:

- ⇒ While there is considerable opposition to introducing an annual SWOAPG membership fee of £75-100 (entitling members to all membership benefits, including the right to access Dinas Rock, Sychryd & Mellte gorges), this is more acceptable than the alternative of a 'gorge access passport' that would require users to pay specifically for access to Dinas Rock, Sychryd & Mellte gorges. There is some concern about the sudden introduction of a 'one-size-fits-all' fee.
- ⇒ There is slightly more support for a lower-tier 'associate membership' level (with a fee of c.£25) that would offer a more limited set of membership benefits, without access to Dinas Rock, Sychryd & Mellte gorges.
- ⇒ There is strong support for continuing a 'free-of-charge' listing to receive urgent e-mail alerts; for charging a fee of c.£25 for SWOAPG training workshops; and for SWOAPG seeking to take on the administration of the Brecon Beacons Reservoir Passport Scheme.
- ⇒ There is little support for SWOAPG trying to do with volunteers what the paid Coordinator currently does – although some members feel this is the right approach.
- ⇒ There is strong support for SWOAPG cutting-back on non-essential services and on continuing to seek grant funding wherever practical, e.g. for individual projects.

# Final Conclusions & Recommendations

From the above analysis, we can conclude that:

1. A significant proportion of our members would like to see SWOAPG continue to:
  - a. Provide alerts on urgent issues 'free-of-charge' to all who need them;
  - b. Represent the interests of activity providers to external bodies;
  - c. Facilitate access to Dinas Rock, Sychryd & Mellte gorges, even if this requires an annual fee;
  - d. Facilitate the Brecon Beacons Reservoir passport scheme;
  - e. Negotiate other access arrangements on behalf of providers;
  - f. Provide general information about activity provision within our area; and
  - g. Offer networking events, training workshops and opportunities to participate in environmental improvement projects.
2. SWOAPG should not, however, devote significant time or effort to:
  - a. Providing tourism-related information; or
  - b. Arranging access to external marketing opportunities.
3. SWOAPG should continue to manage core services through a paid Coordinator but should aim to use volunteers wherever possible and should cut-back on non-essential services (as described above).
4. SWOAPG should continue to seek grant funding wherever practical, e.g. for individual projects, but should not rely on this for funding core service provision.
5. An annual membership fee of c.£25 would be acceptable if it enabled members to receive a 'core' set of membership benefits (without access to Dinas Rock, Sychryd & Mellte gorges).
6. There is considerable support for an 'enhanced' annual membership fee (of c.£75-100 per provider) enabling members to receive all membership benefits, including access to Dinas Rock, Sychryd & Mellte gorges (in preference to a 'gorge passport' or direct permissions from NRW), but:
  - a. Some members object strongly to this 'in principle';
  - b. Some smaller operators may struggle with this level of fees; and
  - c. Consideration should be given (in the future, if not this year) for tiered fees dependent on business size or usage

The Steering Group will now consider these conclusions and make recommendations which will be put to the membership at an Extraordinary General Meeting on 19<sup>th</sup> April at Garwnant.

Company Number \_\_\_\_\_

**THE COMPANIES ACT 2006**

A PRIVATE

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
**SOUTH WALES OUTDOOR ACTIVITY PROVIDERS GROUP**

Incorporated the \_\_\_\_\_ day of \_\_\_\_\_

**THE COMPANIES ACT 2006**

A PRIVATE  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF  
SOUTH WALES OUTDOOR ACTIVITY PROVIDERS GROUP**

Each subscriber to this memorandum of association wishes to form a Company under the Companies Act 2006 and agrees to become a Member of the Company.

Name of each subscriber

Authentication by each subscriber

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Date 

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**THE COMPANIES ACT 2006**

A PRIVATE  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF  
**SOUTH WALES OUTDOOR ACTIVITY PROVIDERS GROUP**

**PRELIMINARY**

1. The Company shall be bound by the regulations contained in the Companies (Model Articles) Regulations 2008 schedule 2 except where modified by these Articles. In the case of any variation or inconsistency between these Articles and the Model Articles, these Articles shall prevail.

**INTERPRETATION**

2. In these Articles:-
  - "The Act" means the Companies Act 2006 including any statutory amendments or re-enactment thereof for the time in force.
  - "The Area" means that part of Wales that shall from time to time be defined as the geographic area of responsibility of the Company.
  - "Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect.
  - "Employee" means a person who is employed by the Company (whether full or part time) including a director of the Company.
  - "Executed" includes any mode of execution.
  - "The Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary.
  - "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;
3. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles became binding on the Company.

## **OBJECTS AND ASSETS OF THE COMPANY**

4. The objects of the Company shall be 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) encourage Providers to become Members;
  - e) represent Providers to external bodies and forums and act as a point of focus for such bodies and forums to engage with Providers;
  - f) liaise with and influence relevant external bodies in the Area, including BBNPA, NRW and the National Trust (NT);
  - g) provide training and networking opportunities for Providers;
  - h) provide relevant and timely information for Providers on matters affecting outdoor activity provision and access in the Area;
  - i) provide support for Members, including routes to advice and consultation where appropriate; and
  - j) encourage environmentally-responsible behaviour by Providers including promoting an Environmental Charter and facilitating environmental improvement projects.
5. The income and property of the Company shall be applied in accordance with the objects and powers of the Company and no portion shall be paid or transferred directly or indirectly to the Members of the Company except by way of payment in good faith of reasonable and proper wages, and repayments (including loans) or expenses to any Member or Employee of the Company in return for any services actually rendered to the Company.

Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (i) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of theirs, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which their appointment or remuneration, or that of their partner, is under discussion;
- (ii) of reasonable and proper remuneration for any services rendered to the Company by any Member, officer or servant of the Company who is not a director;

(iii) of interest on money lent by any Member of the Company or director at a reasonable and proper rate per annum not exceeding a rate which is necessary to obtain and retain that capital to be selected by the directors;

(iv) of fees, remuneration or other benefit in money or money's worth to any company of which a director may also be a Member holding not more than 1% of the issued capital of the Company;

(v) of reasonable and proper rent for premises let by any Member of the Company or a director;

(vi) to any director of reasonable out-of-pocket expenses;

(vii) of premiums for indemnity insurance.

## **MEMBERSHIP**

6. The first Members of the Company shall be the Subscribers to the Memorandum of Association.

7. The Board of Directors may admit to membership:

a) any person who is in agreement with the objects of the Company, without discrimination between persons by reference to wealth, politics, race, religion, sex or disability; or

b) any society, company, local authority or unincorporated association which is in agreement with the objects of the Company

provided that only persons and organisations shall be admitted who qualify for one of the membership categories specified in Article 11.

8. A Member which is a corporate body or association shall by resolution of its governing body appoint a deputy, who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the body corporate or association would exercise if it were an individual person.

9. Every application for membership shall be considered by the Board of Directors at its first meeting after the application was made or as soon afterwards as is practicable. Any applicant who is refused admission to membership may require that the question of their application be considered by the next General Meeting of the Company whose decision on the matter shall be final. When refusing any application for membership, the Board of Directors shall ensure that the applicant is aware of their right of appeal under the provisions of this Article.

10. Any acceptance of an application for membership shall be conditional on payment by the applicant of the full amount of the membership subscription. The Board of Directors will from time to time set the membership subscription rate for each class of membership. No applicant shall be entered in the Register of Members until such subscription has been received by the Company, unless the Board decides to waive the subscription in any particular case.

## **CATEGORIES OF MEMBERSHIP**

11. Every person or organisation upon admission shall be allocated one of the following categories of membership at the absolute discretion of the Board of Directors:
- a) Individual Members shall be persons who have attained the age of eighteen years and who are Providers who support the aims and objectives of the Company. Individual Members shall have the rights afforded to Members by these Articles and shall be entitled to receive all the benefits and privileges of membership as are from time to time defined by the Board of Directors.
  - b) Corporate Members shall be organisations who are Providers who support the aims and objectives of the Company and are admitted under Article 7(b). Corporate Members shall have the rights afforded to Members by these Articles and shall be entitled to receive all the benefits and privileges of membership as are from time to time defined by the Board of Directors.
  - c) Associate Members shall be persons who have attained the age of eighteen years or organisations who support the aims and objectives of the Company but do not require all the benefits and privileges of membership. Associate Members shall have the rights afforded to Members by these Articles and shall be entitled to such benefits as are from time to time defined by the Board of Directors.
  - d) Associates shall be persons (including those who have not yet attained the age of eighteen years) or organisations who support the aims and objectives of the Company but do not require any of the benefits and privileges of membership. Associates shall have none of the rights afforded to Members by these Articles but shall be entitled to such benefits as are from time to time defined by the Board of Directors.

## **REGISTER OF MEMBERS**

12. The Company shall keep a Register of Members containing the name and address of every Member, the date on which they became a Member and the date on which they ceased to be a Member. Every Member shall either sign a written consent to become a Member or sign the register of Members. Members shall inform the Secretary of change of address.

## **CESSATION OF MEMBERSHIP**

13. A Member shall cease to be a Member immediately that he/she or it:
- a) ceases to fulfil any of the qualifications for membership as specified by Article 7 and Article 11; or
  - b) resigns in writing to the Board of Directors; or
  - c) is expelled by a Special Resolution carried in accordance with Article 28 at a General Meeting called to consider the matter; or
  - d) dies, if an individual person; or
  - e) is wound up or goes into liquidation, if a corporate body or association.

14. The rights and privileges of a Member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

## **GENERAL MEETINGS**

15. The Company shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in the notices calling it.
16. The business of an Annual General Meeting shall include;
  - a) The receipt of the reports of the Chairperson and Board of Directors of the Company;
  - b) the consideration of audited accounts (if any) presented by the Board of Directors;
  - c) the election of the Board of Directors;
  - d) the election of a Chairperson, being a member of the Board of Directors, who shall preside at all General Meetings and meetings of the Board of Directors;
  - e) a decision on the application of any profits;
  - f) the appointment and the fixing of the remuneration of the Auditors (if any).

All other business transacted at an Annual General Meeting shall be deemed Special.

17. The Board of Directors may, whenever they think fit, convene a General Meeting of the Company, or the Members may convene a General Meeting as provided by section 303 of the Act.

## **NOTICES**

18. An Annual General Meeting and a meeting called for the passing of a special resolution as described in Article 28 shall be called by giving at least twenty-eight clear days' notice. Any other General Meeting shall be called by giving at least twenty-eight clear days' notice. Meetings may be called at shorter notice if the consents under the Act are obtained. The Annual General Meeting shall be held within 54 weeks of the previous Annual General Meeting.
19. Notice of every General Meeting shall be given in writing to every Member of the Company and to the Auditors (if any) and shall be given personally or by sending it by post or electronically to them or their registered office or any address given by them for this purpose within the United Kingdom.
20. Where notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after notice has been posted. Notices sent by electronic communication must be done in accordance with the Act.
21. The Notice shall specify the place and exact time of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting notice shall specify the meeting as such and in the case of a General Meeting the exact nature of the business to be raised at the meeting shall be specified.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

23. Every Member and such other persons as receive notice shall be entitled to attend and speak at a General Meeting.
24. No business shall be transacted at a General Meeting unless a quorum of Members is present in person or by proxy. 10 Members or if greater, one tenth of the membership entitled to vote for the time being shall be the quorum.
25. If within half an hour from the time appointed for the meeting a quorum is not present or if at any time during the meeting Members shall leave such that a quorum is no longer present the meeting shall stand adjourned until the same day in the next week at the same time and same place, or otherwise as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
26. The Chairperson or in their absence some other Director nominated by the Directors shall preside as chair of the meeting, but if neither the Chairperson nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Members present shall elect one of their number to be Chairperson.
27. The Chairperson may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.
28. Decisions at General Meetings shall be made by passing resolutions:
  - a) Decisions involving an alteration to Articles 61, 64, and 68 and this Article 28(a) shall require a majority of not less than three-fourths of the Members of the Company present and voting at an Extraordinary General Meeting testified by their signatures.
  - b) The decisions involving an alteration to the Articles of Association, other than those specified and other decisions so required from time to time by statute and by these Articles shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than two-thirds of the Members of the Company present and voting at an Extraordinary General Meeting.
  - c) All other decisions shall be made by ordinary resolution requiring a simple majority, save where the Articles of Association or the Act (or any other statute or regulation) require otherwise.

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other suitable signal unless a poll is, before or upon the declaration of the result of the show of hands or other suitable signal, demanded by:
  - a) the Chairperson, or
  - b) by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll be so demanded a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
31. If a poll is duly demanded it shall be taken in such a manner as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be organised by way of a ballot or postal ballot by the Board of Directors who shall send out notice of the ballot with the Notice of the General Meeting.
32. Votes may be given personally or by proxy appointed by the Member.
33. Each Member or proxy shall have one vote. A proxy has a right to speak at a General Meeting. In the case of an equality of votes the Chairperson shall not have a second or casting vote.
34. Written resolutions of the Members, passed in accordance with the Act, shall be as effective as resolutions passed at a General Meeting.

## **BOARD OF DIRECTORS**

35. The business of the Company shall be managed by a Board of Directors which shall be accountable to the Members.
36. The initial Directors of the Company shall be appointed by the subscribers to the Memorandum of Association and shall serve for 3 years. At the first Annual General Meeting following this period one third (or the first whole number smaller than one-third) of the Directors shall retire and may offer themselves for re-election.
37. At every subsequent Annual General Meeting, one third (or the first whole number smaller than one-third) of the Board of Directors, being those Directors longest in office since their last election, will be elected annually by the Members. Retiring members shall be eligible for re-election without further nomination. If there is a choice between retiring directors of equal service, it shall be made by drawing lots.
38. Invitations for nominations for the position of Director will be sent to all Members with the notice of the Annual General Meeting. Completed nominations will be accepted up to seven days before the date of the meeting. All nominations require the signature of the nominated person and the signature of a proposer and seconder all of which shall be Members of the Company.

39. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than 3 and not more than 12.
40. The Directors may at any time co-opt any person to the Board of Directors whether or not they are a Member of the Company, provided that the maximum number prescribed in Article 39 is not exceeded and that the number of persons so co-opted shall not exceed the number of elected Directors. All persons so co-opted shall retire at the Annual General Meeting following their co-option but shall be eligible to be re-appointed thereafter.

## **PROCEEDINGS OF THE BOARD OF DIRECTORS**

41. The Board of Directors 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.
42. In the case of an equality of votes the Chairperson shall have a second or casting vote.
43. A Director may, and the Secretary shall on the instruction of the Board of Directors, summon a meeting of the Board of Directors at any reasonable time. A meeting of the Board of Directors may be held either in person or by suitable electronic means agreed by the Directors in which all Directors may communicate with all other Directors.
44. The quorum necessary for the transaction of business of the Board of Directors shall be 3 Directors.
45. If the Board of Directors shall at any time be reduced in number to less than the minimum prescribed in Article 39, it may act as the Board of Directors for the purpose of filling up vacancies in their body or summoning a General Meeting of the Company, but no other purpose.
46. The Chairperson or in their absence some other director nominated by the Board of Directors shall preside as Chairperson of the meeting, but if neither the Chairperson nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting, the Board of Directors shall elect one of their number to be Chairperson.
47. The Board of Directors shall cause proper minutes to be made of the proceedings of all meetings of the Company, of the Board of Directors and any sub-committees 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. The minutes of all General Meetings shall be made available to all Members.
48. A resolution in writing signed by all Directors 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 Board of Directors and may consist of several documents (including electronic documents) in like form signed (in verifiable form) by one or more Directors.

## **POWERS OF THE BOARD OF DIRECTORS**

49. The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as may be exercised and done by the

Company and as are not by the Act or by these Articles required to be exercised or done by the Company in General Meeting.

50. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid had that regulation not been made.
51. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
52. The Board of Directors may delegate any of its powers to sub-committees consisting of such Members of the Company as it thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors.
53. The Directors of the Company will appoint two named Directors or a Director and the Secretary to sign on behalf of the Company any legal documents including leases where signatures are required in the execution of the Company's powers.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

54. The office of a director shall be immediately vacated if he/she/it:
  - a) ceases to be a Director by virtue of any provision of the Act or become prohibited by law from being a Director; or
  - b) becomes bankrupt or make any arrangement or composition with their creditors generally; or
  - c) is, or may be, suffering from mental disorder and either;
    - is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or
    - an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs; or
  - d) resigns their office by notice to the Company; or
  - e) shall for more than four consecutive meetings have been absent without permission of the Board of Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated; or
  - f) is removed from office by resolution of the Company in General Meeting in accordance with Section 168 of the Act.

## **REMUNERATION OF DIRECTORS**

55. Any remuneration of Directors shall only be in respect of services actually rendered to the Company including the payment of fair and proper wages in the case of Directors employed by the Company. Directors may also be paid all reasonable expenses incurred by them in attending and returning from meetings of Directors or General Meetings of the Company or in connection with the business of the Company.

## **SECRETARY AND OTHER EXECUTIVE OFFICERS**

56. Subject to the provisions of the Act, the Secretary and other executive officers shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary or executive officer so appointed may be removed by them.

## **ACCOUNTS**

57. The Board of Directors shall cause proper books of account to be kept with respect to:
- a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
  - b) All sales and purchases of goods and/or services by the Company.
  - c) The assets and liabilities of the Company.
58. Proper books shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
59. The books of account shall be kept at the registered office of the Company or at such other places as the Board of Directors think fit and shall always be open to the inspection of all Members of the Company upon approval of the Board of Directors during normal working hours and by such other persons authorised by the Company in General Meeting.
60. The Board of Directors shall from time to time in accordance with their statutory obligations cause to be prepared and laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are required by statute.

## **APPLICATION OF SURPLUS**

61. The surplus funds of the Company shall be applied in the following ways, in such proportions and in such a manner as may be recommended by the Board of Directors and approved at the Annual General Meeting:
- a) to create a general reserve for the continuation and development of the Company;
  - b) to make a payment for social and charitable purposes.

## **RULES OR BYE LAWS**

62. The Board of Directors may from time to time make such Rules or Bye Laws as they may deem necessary for the proper conduct and management of the Company. The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board of Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with or shall affect or repeal anything contained in the Articles of the Company.

## **INDEMNITY**

63. Every Member, Director, Company Secretary, auditor (if any) and other officer for the time being of the Company may be indemnified out of the assets of the Company against any losses or liabilities incurred by him/her in or about the execution or discharge of the duties of her/his office subject to the provisions of the Act, except to the extent that such losses or liabilities shall be attributable to:
- a) fraud or other matters in respect of which the Member concerned shall be convicted of a criminal offence; or
  - b) negligence; or
  - c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

## **DISSOLUTION**

64. In the event of the dissolution or winding-up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the Members but shall be transferred in the furtherance of the Objects to any organisation having objects similar to or compatible with the Objects and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Article 4 above as may be determined by a General Meeting, or in so far as the assets are not transferred, shall be held for charitable purposes.

## **AMENDMENT TO ARTICLES**

65. The provisions of these Articles of Association may only be amended by a Special Resolution passed in accordance with Article 28 except those otherwise specified. All amendments shall be registered with the Registrar of Companies.

## **LIMITED LIABILITY**

66. The liability of the Members is limited.
67. Every Member of the Company promises to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company whilst they were a Member, in the event of the same being wound up while they are a Member or within one year after they cease to be a Member.

## **ENTRENCHMENT**

68. Articles in the Articles of Association except for 28(a), 61, 64, and this article 68 may be altered by Special Resolution which is hereby defined as one passed by a majority of not less than two-thirds of the membership voting in person at an Extraordinary General Meeting. Articles 28(a), 61, 64, and this article 68 are entrenched in accordance with section 22 of the Act and may be altered only with the unanimous consent of the membership voting in person at an Extraordinary General Meeting.

## **SOCIAL AUDIT**

69. A Social audit of the Company may, by resolution of the Company in General Meeting, be undertaken annually of the Company's activities, in addition to any financial audit required by law. The role of such a social audit would be to attempt to identify the social costs and benefits of the Company's work, and to enable an assessment to be made more easily than may be made from financial accounts only of the Company's overall performance in relation to its objects.

Such a social audit may be drawn up by an independent assessor appointed by the Company in General Meeting, or by the Board of Directors who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal collective working of the Employees of the Company, including Employees' views, internal democracy and decision making, wages, health and safety, skill sharing and education opportunities, or other matters concerning their overall personal or job satisfaction; an assessment of the Company's activities externally, including its effects on persons involved in the same or similar trade, on customers and suppliers, and on persons residing in areas where the Company is located.

We the persons whose names, addresses and signatures are subscribed wish to form a Company pursuant to these Articles of Association:

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_