

Resolution for changes to the Articles of Association of OutdoorLads Limited.

For approval at the Annual General Meeting 2024 (to be held on 21 September 2024.)

Resolution Number: ODL/2024/001(b)

Proposed by: Liam Russell

Seconded by: Joseph Bailey

The governing document of the organisation - the “Articles of association” - needs to allow the charity to operate in the most effective manner and reflect the organisation today compared with when they were first drafted. They are based upon a model template document from the Charity Commission, and effectively tailored to reflect OutdoorLads Ltd.

The Articles of Association were first written in 2008 and accepted by the Charities Commission in 2009 to approve our charitable status. Since their original drafting, changes were made in 2019. One of those changes was that the board review the articles of association every five years. Hence, the articles have been reviewed.

In that review, several typing errors and mistakes have been identified, as have some areas where additional wording is unnecessary. Some terminology has been updated to reflect modern practice as well. This has all been corrected in the revised document dated 21 September 2024.

In addition, in late 2023 the “Interim board” implemented changes to the governance of OutdoorLads around the composition of the board of trustees (“Directors”) to ensure the organisation has more robust procedures around this important area and that the governance of the charity is more robust. The review has incorporated these changes into the articles of association, so that they now reflect the existing actual practices of the organisation.

Members are asked to approve the document dated 21 September 2024 as the Articles of Association for OutdoorLads Ltd.

Annual General Meeting resolves: To approve the proposed changes and adopt the Articles of Association dated 21 September 2024 as the Articles of Association.

Appendix 1: Summary of changes now proposed to the 2019 Articles of Association:

no	Section reference	Proposed change	Reason / clarification
1	Title Page	Title page to be introduced. "Articles of association for OutdoorLads Limited, adopted 21 September 2024." To include registered address, company and charity numbers, and the OutdoorLads logo. Information to be repeated at the top of page one.	Tidy up the document to make it more obvious what the document is.
2	2 – Interpretation	Remove reference to a fax number.	OutdoorLads does not own a fax machine!
3	12 – Termination of membership	Replace "his or her" with "his, her, theirs or its" in line with the Charity Commission's template document.	This is in the Charity Commission template and the use of the word "its" is in relation to organisations rather than individuals. The word "theirs" has been added to include everyone.
4	18(3) – Proceedings at general meetings	Change "or by proxy" to "or by proxy or members attending remotely"	In line with Section 17, makes it clear that members attending remotely shall count towards the quorum.
5	25 – Votes of members	Correct the word "changing" to "chairing."	Correcting a typing error.
6	27(4) - Directors	There shall be the provision for up to 3 'non-member' directors to "There shall be the provision for up to 2 'non-member directors"	Reducing the number of non-member directors permissible, in line with changes to overall numbers of directors in Section 28.
7	28 - Directors	Change "The number of directors shall not be less than three and maximum of 12, inclusive of any "external" directors appointed" to ""The number of directors shall not be less than three and maximum of 9, inclusive of any "external" directors appointed. The usual number of	This is simply tidying up and reflecting current practice. Reducing the maximum number of directors overall has already been implemented. Making clear that the usual

		directors shall not exceed 6. All directors are to hold a specific role or responsibility as agreed by the directors during recruitment and must be agreed upon appointment.”	number of directors is maximum six, also in line with current practice. Also in line with practice that all directors are to hold a specific role or responsibility, which will be formalised upon appointment. Hence, there are no directors without portfolio.
8	31(2 – Powers of directors	31(2) to be deleted: “Directors who hold ‘Executive’ roles, as outlined in Article 40, are charged with specific responsibility to ensure operational, financial and legal compliance of the Charity. Their powers are subject to any restrictions imposed by the Companies Act, the articles, resolutions or special resolutions or resolutions passed by directors	This paragraph does not appear in any form in the Charity Commission’s template document. It was added by OutdoorLads in 2019, however the responsibilities outlined are the collective responsibility of all directors and not just the executive roles, does no longer seem appropriate for OutdoorLads.
9	32 – Retirement of directors	<p>Delete: “At the first annual general meeting all the Directors must retire from office, unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general directors appointed will serve a maximum of 3 years (36 months) before they must retire and are eligible to stand again. This will be known as a ‘term of office’.</p> <p>Replace with:</p> <p>“At the first annual general meeting all the Directors must retire from office, unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting directors appointed will serve a maximum of 3 years (to the date of the Annual General Meeting that</p>	<p>This again is changes to reflect the existing practice. Most directors now have a fixed three-year term – this change clarifies that it is to the date of the AGM in that year.</p> <p>Akso clarifies that at each AGM there will be at least one post for election.</p> <p>Clarifies that the Representative Member post is for one year, not three, and that the individual is eligible to stand again should they wish.</p>

		year) before they must retire and are eligible to stand again. There will be at least one post available for election each year, which will include a Representative Member role which will serve a maximum term of one year (to the date of the Annual General Meeting that year) before they must retire and are eligible to stand again. These terms will be known as a 'term of office'."	
10	33 – Retirement of directors	Delete “of which there is a maximum of two terms in one specific Executive role.”	This is an unnecessary requirement which adds further complexity. It remains the case that a director can serve a maximum of three terms in an Executive role.
11	33(1) – Retirement of directors	Delete 33(1) – which currently states: “The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.”	This is being deleted as it is superseded by the proposed changes at point 11 above, and now unnecessary as directors have a fixed term of one or three years.
12	43 – Appointment of directors	Delete “and confirmed by a vote at the next General Meeting”	This is in relation to the appointment of a secretary who is not a director. The secretary is a staff member. The deletion of this wording is because it is unnecessary. The appointment of this role will be approved by a vote of the directors.