



Loughborough Road
Leicester
LE4 5PN
0116 268 1426
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www.lopc.co.uk

Registered Charity Number 1074671

The Companies Act 1985

Company limited by guarantee and not having a share capital

Articles of Association of LEICESTER OUTDOOR PURSUITS CENTRE

GENERAL

1. In these Articles, the words written in the left hand column below are (so far as the context permits) to mean what is set opposite in the right hand column below:

Act	The Companies Act 1985.
Area of Benefit	The area of the City of Leicester and contiguous boroughs.
Articles	These articles of association as from time to time amended.
Chair	The person who holds for the time being the office of chair of the Company.
Company	The Company whose articles of association these are.
Directors	The governing body of the Company provided for by Article 25.
Independent Examination	An independent examination is an external review of the charity's accounts carried out by an independent person with the requisite ability and practical experience to carry out a competent examination.
Member	A person who is for the time being a member of the Company by virtue of subscription of the Memorandum of Association of the Company or acceptance as a member of the Company under Article C.
Users	Groups and individuals who use the centre.
Office	The registered office for the time being of the Company.
Officers of the Company	Those full Members holding the position of Chair, Vice-Chair and Treasurer who shall be Directors.

Quality Badge awarded by





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Person	An individual or body corporate or unincorporated.
Secretary	The person for the time being holding of the office of Company Secretary.
Treasurer	The person for the time being holding the office of Treasurer of the Company.
Vice-Chair	The person for the time being holding the office of Vice-Chair of the Company.

Also in these Articles (a) the singular includes the plural and *vice versa*, (b) any reference to a statute or section of a statute is to the same as from time to time amended and (c) the feminine includes the masculine and *vice versa*.

MEMBERSHIP

2. An individual cannot be a Director unless they are a Member of the Company.
3. Membership of the Directors shall not be open to paid employees of the Company or to close relatives of paid employees.
4. The individuals who subscribed to the Memorandum of Association and any other individuals who become Members in accordance with what follows shall be the Members of the Company.
5. Subject to what follows, membership of the Company shall be open to all individuals irrespective of nationality, race, colour, creed or sexual orientation, gender or disability.
6. The Directors shall consider and, if they approve, accept as a Member of the Company any individual who has paid the annual subscription fee and is over the age of eighteen who (a) has applied for membership, (b) is in the opinion of the Directors, in sympathy with the objects and policies of the Company (c) qualifies as one of the following:
 - i. An individual accepted into membership by the Directors or general meeting or nominated by an existing Member can become a full Member of the Company.





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- ii. An individual currently working as a volunteer for the Company, and nominated for membership by an existing Member can become a full Member of the Company
 - iii. Affiliated: clubs who choose to affiliate their members for an annual subscription to the Company. Each club can nominate three of their members onto the advisory group and will then become full Members of the Company.
 - iv. Associate: groups who use the centre and pay an annual subscription to the Company. Each associate group can nominate one of their members onto the advisory group who will then become a full Member of the Company.
7. Every Member of the Company shall, on becoming a Member, either sign a written consent to becoming a Member or sign the Register of Members.
8. A Member of the Company shall cease to be a Member
- i. On resigning in writing to the Secretary, or
 - ii. On dying, or
 - iii. If there is, in the reasonable opinion of the Directors, good and sufficient reason for the termination of that Member's membership and the Directors so resolve, or
 - iv. If the Company in general meeting resolves to terminate that Member's membership.
 - v. If a Member by virtue of Article 6(iii), on ceasing to work as a volunteer for the Company.
9. A resolution of the Directors to terminate a Member's membership shall not be valid unless the Member in question has been given (a) at least fourteen days written notice of the intention to move the resolution, setting out the substance of the grounds on which the resolution is to be moved, and (b) an opportunity to make representations to the Directors before the resolution is voted on.
10. A resolution of the Company to terminate membership shall not be valid unless the Member in question has been given an opportunity to make representations to the general meeting at which that resolution is moved.
11. The Membership and rights of the Members are personal and not transferable.

SUBSCRIPTIONS





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12. If the Directors so decide, Members shall for each financial year of the Company or part of a financial year of the Company for which they are Members pay subscriptions of such amounts and at such times as the Directors shall from time to time determine.
13. No member who is in default in the payment of any subscription shall be entitled to vote at any general meeting of the Company. No member who is in default in the payment of any subscription shall be entitled to (but may at the discretion of the Directors be allowed to) exercise any rights of membership.

GENERAL MEETINGS

14. Within six months after the end of each of its financial years (but not more than fifteen months after the preceding one) the Company shall hold a general meeting as its Annual General Meeting. The business of the Annual General Meeting will be:
- To receive and consider the annual report of the Directors,
 - To receive and consider the independent examination report of the accounts of the Company for its financial year last ended,
 - To elect officers to be the Directors,
 - To appoint an independent person with the requisite ability and practical experience to carry out a competent examination, and
 - To consider any other resolutions which may be considered in accordance with what follows.
15. Any general meeting of the Company other than its annual general meeting shall be an extraordinary general meeting. The Secretary shall convene an extraordinary meeting of the Company within 28 days of being directed to do so (a) by the Directors or (b) by at least 8 members or 10 per cent of the Members for the time being (whichever is greater) or (c) by a requisition of Members complying with section 368 of the Act.
16. Notices of each general meeting shall be given to the Auditor and each Member at their address last notified to the Secretary in writing. The amount of notice shall in any case be at least twenty-one days. Each notice shall state the date, time and place of the general meeting and the general nature of the business to be transacted at it. No general meeting and nothing done at a general meeting shall be invalidated just because of some accidental failure to give notice of it to someone entitled to receive notice of it nor any accidental non-receipt of notice of it by any such person.





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PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall consist of 3 Members or one tenth of the total number of Members for the time being (whichever is greater) but there shall in any case be considered a quorum present if all the Members for the time being are present. If at the proposed place and one hour after the proposed time of the general meeting a quorum is not present, the general meeting (if called on the requisition of Members) shall be dissolved or (if called on the requisition of the Directors) shall be automatically adjourned to a date not sooner than 14 and not later than 21 days afterwards. The time and venue to be determined by the Members present. Notification to all Members of the re-convened general meeting to be given within 3 working days of the adjourned meeting.
18. No resolution may be moved or passed at a general meeting unless it relates to the business described in the notice convening that meeting or the intention to move it has been notified to the Members in writing at least 7 days before the date of the meeting. This is, however, subject to sections 378 and 379 of the Act. Also, any Member who wishes to move a resolution at a general meeting may deliver a copy of the proposed resolution to the Secretary at least ten days before the date of the meeting. The Secretary shall send copies of any proposed resolution so delivered to him to each Member as soon as may be reasonably practicable after the same is so delivered to him.
19. Each Member shall be entitled to attend, speak and vote at general meetings of the Company. Members must, however, attend in person to exercise these rights. No Member may appoint a proxy or representative.
20. The Chair, if present and willing to act, shall take the chair at any general meeting of the Company. In any other case, it shall be the duty of the Directors to determine who shall chair a general meeting.
21. Any resolution moved at a general meeting shall be voted on by a show of hands unless a poll is taken. No one shall have the right to demand a poll, but if one Member present asks for a poll and a simple majority of the Members present agree on a show of hands, a poll shall be taken. Whether on a show of hands or a poll, each Member present shall have one vote only. In case of an equality of votes, the chair of the meeting shall have a second or casting vote.





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22. The Chair shall adjourn the general meeting if directed to do so by a majority of the Members present, but (a) no adjournment shall be for more than fourteen days, (b) no business shall be transacted at the adjourned meeting except that which was to have been transacted at the original meeting and (c) there shall be no quorum requirements at the adjourned meeting.

DIRECTORS

23. The Company shall have Directors. The Directors shall manage the affairs of the Company. In so doing, the Directors may on behalf of the Company exercise all the powers and do all the things which the Company can exercise or do other than powers or things the exercise or doing of which is specifically reserved to the Company in general meeting.

24. The person who subscribed the Memorandum of Association of the Company shall constitute the Directors until (a) the first Annual General Meeting of the Company or (b) the exercise by the subscribers of their power under Article C.

25. The Directors shall consist of: a minimum of four full Members to be elected by a vote of all full Members at the Annual General Meeting of whom the offices of Chair, Vice-chair and Treasurer are to be elected separately by a vote of all full Members at the Annual General Meeting.

26. At any time before the first Annual General Meeting of the Company the persons who subscribed to the Memorandum of Association of the Company may, by a document signed by all of them, retire or appoint Directors, by appointing Members to be the Chair, Vice-Chair and Treasurer.

27. If at any time before the first Annual General Meeting a person ceases to be an Officer of the Company or a Director in accordance with what follows, the remaining Directors may co-opt a Member to serve in place of that person PROVIDED THAT the number of such co-optees does not exceed 4 at any one time.

28. At each Annual General Meeting (but with effect from the end of it and not before) all persons who are then Officers of the Company or otherwise Directors shall automatically cease to be so. The Company shall at each Annual General Meeting elect those full Members who are from the conclusion of the meeting to be the officers of the Company or otherwise to be the Directors in accordance with Article 25.





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29. Directors to be appointed must be nominated and seconded by two full Members of the Company in writing at least 28 days before the Annual General Meeting.
30. An Officer of the Company or other Directors shall automatically cease to be so (a) on dying, (b) on resigning in writing to the Secretary, (c) on being detained or made subject to guardianship under the Mental Health Act 1983 or equivalent, (d) on becoming bankrupt or having a receiving order made against him or seeking the making of an administration order or making any composition with or entering into any deed for the benefit of his creditors, (e) on the passage by the Directors of a resolution terminating his status as an Officer of the Company or Director on the grounds that, without the consent of the Directors or proper excuse, he has failed to attend three consecutive meetings of the Directors, or (f) on the passage by the Company in general meeting of a resolution terminating his status as Officer of the Company or Director, provided that there is good and sufficient reason for passing such a resolution and that he be entitled to be heard before such resolution is passed.
31. If at any time after the first Annual General Meeting of the Company an individual ceases to be an Officer or Director, the Directors may by resolution appoint some other full Member to fill the office or place of the Directors so vacated.

ATTENDANCE BY 3rd PARTIES AT GENERAL MEETINGS

32. Selected members of the local authority and selected members and individuals shall have the right to attend general and Directors meetings but shall not have the right to vote.

PROCEEDINGS OF THE DIRECTORS

33. Subject to what follows, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they see fit.
34. The Secretary may (and at the request of the Chair or any 4 Members of the Directors must) summon a meeting of the Directors by written notice to all the Directors.
35. No business shall be transacted at any meeting of the Directors unless a quorum is present when the meeting proceeds to business. Unless otherwise determined by the Directors, a quorum of the Directors shall be at least 3 members thereof.
36. A resolution signed by all the Directors shall be as valid a resolution as if unanimously passed at a meeting of the Directors duly convened and held.





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37. The Directors may delegate any of their powers to a sub-committee consisting wholly of members of the Directors, and may terminate any such delegation. Any such sub-committee shall in the performance of its functions conform to any directions given to it by the Directors. All acts of any sub-committee shall be fully and promptly reported back to the Directors. The Directors shall also have power to establish one or more working groups to consider and make recommendations about such matters as the Directors may refer to it, but such working groups shall not have power to exercise any of the powers of the Directors.
38. The Directors may nominate a Member to represent the Company on other bodies, incorporated or otherwise.
39. A member of the Directors or a sub-committee of the Directors shall not vote in respect of any contract or other matter in which such individual is directly or indirectly financially interested. Such an individual shall nonetheless be treated as present at the meeting for the purpose of the quorum.
40. Members of the Directors, or of any sub-committee appointed by the Directors, shall be entitled to receive reimbursement for BUT ONLY for proper out-of-pocket expenses incurred whilst attending authorised business for the Company.
41. No member of the Directors shall derive any pecuniary benefit from the Company.
42. All acts *bona-fide* done by any meeting of the Directors or a sub-committee of the Directors shall be as valid as if every member thereof had been properly appointed and had duly continued in office and remained qualified to be a member of the Directors or subcommittee of the Directors even if it is discovered later that some member of the Directors or sub-committee of the Directors in question had not been properly appointed or had not duly continued in office or was not qualified to be a member thereof.

THE COMPANY SECRETARY

43. The Directors shall appoint the Company Secretary who will be a paid employee of the Company. The Secretary shall attend all meetings of the Directors but shall not be entitled to vote on any matters.





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THE SEAL

44. The Common Seal of the Company shall not be affixed to any instrument except by authority of a resolution of the Directors and in the presence of at least two members of the Directors, or a Director and the Secretary.

ADMINISTRATION

45. For the discharge of, or in addition to the obligations imposed by section 352 of the Act, the Secretary shall maintain a Register in which shall be entered (a) the names and addresses and status (as full, associated or affiliated Members) of the Members, the dates on which each was registered as a Member and the date(s) if any on which each ceased to be a Member, (b) details of the amounts (if any) falling due from the Members by way of subscriptions and the amounts (if any) received in respect thereof, (c) the names and addresses of the Officers of the Company and the other members of the Directors and the dates on which each started and finished to be such, and (d) such other matters as the Directors may prescribe.

MINUTES

46. The Secretary shall take or cause to be taken minutes of each meeting of the Directors. The minutes of each meeting of the Directors shall be circulated by the Secretary to all the Directors as soon as may be reasonably practicable after the meeting in question, shall be corrected where necessary and shall be approved at the next following meeting of the Directors. The minutes of the meetings of the Directors shall be open to inspection by any Member of the Company on reasonable notice to the Secretary.
47. The Secretary shall take or cause to be taken minutes of each general meeting of the Company. The minutes of each general meeting of the Company shall be circulated by the Secretary to the Members as soon as may be reasonably practicable after the meeting in question, shall be corrected where necessary and shall be approved at the next following general meeting of the Company. The minutes of general meetings of the Company shall be open to inspection by any Member on reasonable notice to the Secretary.





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ACCOUNTS

48. The Treasurer shall keep or cause to be kept such accounts records as may be required by section 221 of the Act.
49. All money to be paid to or received by the Company shall be accounted for to the Treasurer. Only the Treasurer or his authorised representative is to have authority to give a good receipt for money paid to the Company.
50. All cheques, promissory notes, drafts, bills of exchange or other negotiable instruments of the Company shall be signed, drawn, accepted, endorsed or otherwise executed on behalf of the Company in such manner as the Directors may from time to time determine. Each cheque or other instrument shall be authorised to be signed by two persons who are Directors, one of which is the Treasurer or Vice Treasurer if the Treasurer is not present.

INDEPENDENT EXAMINATION

51. Until and unless the Directors decide otherwise, the financial year of the company shall be from 1 April to 31 March.
52. Within six months after the end of every financial year of the Group, the accounts of the Company for that financial year shall be examined and the correctness of the income and expenditure account for that financial year and the balance sheet as at the end of it shall be ascertained by an independent examination carried out by an external person with the relevant ability and experience, as long the thresholds set for a statutory audit do not become applicable.
53. An independent person appointed to examine the Company's accounts shall be an external person with the requisite ability and practical experience to carry out a competent examination.
54. None of the following shall be appointed as independent examiner of the Company's accounts: (a) a Member, (b) Directors, (c) an employee of the Company, (d) anyone interested in a contract with the Company (e) any parent, child, spouse, employee or partner of any such person.





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INDEMNITY

55. So far as permitted by law, every Director and every officer, servant or employee of the Company shall be indemnified by the Company for and against all costs, claims, liabilities, losses and expenses incurred by such person by virtue of any act done by him pursuant to authority of or instruction from the Directors or otherwise in the discharge of his duties.

NOTICES

56. A notice to be served by the Company on a Member may be served personally or by posting the same addressed to such Member at his address as appearing in the Register of Members.

57. A Member who has an address in the Register of Members outside the United Kingdom may give the Secretary an address within the United Kingdom which notices for such Member may be sent. In that case, he shall be entitled to have notices served on him at that address. Otherwise, however, only those Members described in the Register of Members as having an address in the United Kingdom shall be entitled to receive any notices from the Company.

58. Any notice to be given by the Company to a Member shall be deemed to have been served on the second day following that on which the notice in question is put in the post. In providing such service, it will be enough to show that the envelope containing the notice was properly addressed, stamped and placed in the post as a first class postage prepaid letter.

WINDING-UP

59. The provisions of Clauses 5 and 6 of the Memorandum of Association relating to the winding up of the Company shall have effect and be observed as if repeated in these Articles.

Stuart Fraser

X

Stuart Fraser
Secretary to Board of Trustees / Centre Man...

Date: June 1st 2023

