



Greater Manchester Sports Partnership

# Greater Manchester Sports Partnership

*A Charitable Company Limited by Guarantee*

Company No. 3258930

Incorporated 4<sup>th</sup> October 1996

Registered Charity No. 1059115

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## ARTICLES OF ASSOCIATION

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as amended 22nd September 2015

as amended 5th October 2017

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*Articles of Association of*  
**GREATER MANCHESTER SPORTS PARTNERSHIP**

A COMPANY LIMITED BY GUARANTEE  
*and not having a share capital*

Company No. 3258930

**Interpretations**

1. Words and expressions used in these Articles shall have the meanings attributed to them in Article 75.

**Objects**

2. The objects of the Charity are—
  - (a) to provide people in Greater Manchester and surrounding neighbourhood with facilities for recreation or other leisure time occupation, in the interest of social welfare and with the object of improving the conditions of life of such persons without distinction on the grounds of race, gender, ethnic origin or disability;
  - (b) to advance the mental and physical health of the community by providing facilities for sport and physical activity and promoting community participation in healthy recreational activities.

**Powers**

3. In furtherance of the above objects, but not otherwise, the Charity has the following powers—
  - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (b) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
  - (c) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any taxable permanent trading activities in raising funds for the objects of the Charity;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
  - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (i) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;

- (j) to—
  - i) deposit or invest funds;
  - ii) employ a professional fund-manager; and
  - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (l) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations;
- (m) to do all such other lawful things as are necessary for the achievement of its objects.

#### **Application of income and property**

4. The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that—
  - (a) a Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
  - (b) a Trustee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense;
  - (c) a Trustee may receive an indemnity from the Charity in the circumstances specified in Article 71.
5. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving—
  - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
6. No Trustee may—
  - (a) buy any goods or services from the Charity;
  - (b) sell goods, services, or any interest in land to the Charity;
  - (c) be employed by, or receive any remuneration from the Charity;
  - (d) receive any other financial benefit from the Charity; unless:
    - i) the payment is permitted by Articles 7 to 11 and the Trustees follow the procedure and observe the conditions set out in Article 12; or
    - ii) the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
7. A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
8. A Trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Trustee.
9. A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees.
10. A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.

11. A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
12. The Charity and its Trustees may only rely upon the authority provided by Articles 7 to 11 if each of the following conditions is satisfied—
  - (a) The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
  - (b) The Trustee is absent from the part of any meeting at which there is discussion of:
    - i) his or her employment or remuneration, or any matter concerning the contract; or
    - ii) his or her performance in the employment, or his or her performance of the contract; or
    - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
    - iv) any other matter relating to a payment or the conferring of any benefit permitted by Articles 7 to 11.
  - (c) The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - (d) The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against that disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
  - (e) The reason for their decision is recorded by the Trustees in the minute book.
  - (f) A majority of the Trustees then in office have received no such payments.
13. The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
  - (a) a partner;
  - (b) an employee;
  - (c) a consultant;
  - (d) a director; or
  - (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.
14. In Articles 4 to 12, above—
  - (a) "Charity" shall include any company in which the Charity:
    - i) holds more than 50% of the shares; or
    - ii) controls more than 50% of the voting rights attached to the shares; or
    - iii) has the right to appoint one or more directors to the Board of the company;
  - (b) "Trustee" shall include a connected person as defined in Article 75.

#### **Membership**

15. The only members of the Charity shall be those persons who are appointed as Trustees of the Charity, and all persons appointed as Trustees shall be admitted as members.
16. Membership cannot be transferred to anyone else.

#### **Cessation of Membership**

17. A member shall cease to be a member immediately that he or she ceases to be a Trustee of the Charity for any reason.

### **Members' limited liability**

18. The liability of the members is limited.
19. Every member guarantees, if the Charity is dissolved while he or she is a member or within one year afterwards, to pay up to ten pounds sterling (£10) towards the costs of dissolution and the liabilities incurred by the Charity while the guarantor was a member.

### **Board of Trustees**

20. The Charity shall have a Board of Trustees comprising at least three persons and not more than twelve persons.

### **Length of service**

21. Trustees shall be appointed to serve for a period of three years, subject to earlier retirement or removal under Article 25.
22. A Trustee shall not serve more than three consecutive terms of three years (nine years in total). When a Trustee has completed their maximum term of service, at least four consecutive years must elapse before they are eligible to be appointed again as a Trustee; provided that—
  - (a) where a Trustee stands down from the Board before their maximum term of service has been completed then, if that break from service is less than four years in duration, the period by which it is less than four years shall be counted as service on the Board when calculating that individual's maximum period of service; and
  - (b) any Trustee appointed in an *Ex Officio* capacity may serve on the Board for the duration of their holding the relevant office.

### **Appointment of Trustees**

23. The Trustees shall establish a formal, rigorous and transparent procedure for the appointment of new Trustees and all appointments shall be made on merit in line with the skills required of the Board; provided that—
  - (a) at least 25% of the Trustees shall be independent and non-executive as defined in Sport England's 'Code for Sports Governance' and in Article 75; and
  - (b) the appointment of the Chair and independent non-executive Trustees must be via an open, publicly advertised recruitment process.

### **Excluded persons**

24. Under no circumstances shall any of the following serve as Trustees—
  - (a) a person aged less than 16 years;
  - (b) a person who is an undischarged bankrupt or who is otherwise disqualified by law from serving as a company director;
  - (c) a person who has an unspent conviction involving dishonesty or deception or who is otherwise disqualified by law from serving as a charity trustee.

### **Disqualification and removal of Trustees**

25. The office of a Trustee shall be immediately vacated if he or she—
  - (a) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office); or
  - (b) is absent without good reason from all Trustees' meetings for six consecutive months, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
  - (c) is removed from office for conduct prejudicial to the Charity by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;

- (d) becomes bankrupt or makes any arrangement with his or her creditors generally; or
- (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

#### **Powers of the Board of Trustees**

- 26. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or the Articles.
- 27. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 28. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

#### **Appointment of a Chair and officers**

- 29. The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine, and may at any time remove him or her from office.
- 30. The Trustees may at their discretion appoint other officers with such powers and duties as the Trustees may decide.

#### **Proceedings of the Board of Trustees**

- 31. The Trustees may regulate their proceedings as they think fit, subject to other provisions within these Articles.
- 32. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
- 33. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
- 34. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 35. The Chair of the Board of Trustees, if there is one, shall preside at all meetings. If the Chair is not present ten minutes after the time appointed for a meeting, or there is no Chair, the Trustees present shall appoint one of their number to chair that meeting.
- 36. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
- 37. The quorum shall be four Trustees.
- 38. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 39. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be lost.
- 40. A resolution in writing or in electronic form agreed by a majority of the Trustees who are entitled to receive notice of and vote at a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees.
- 41. All acts done by the Trustees or by any person acting as a Trustee shall, even if it is afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

### **Delegation**

42. The Trustees may delegate any of their powers or functions to a committee consisting of such persons as they think fit including, where considered necessary, one or more Trustees, but the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that—
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
  - (c) the committee shall report regularly to the Trustees.

### **Declarations of interest**

43. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interest and conflicts of loyalties**

44. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
  - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
45. In the above Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a any direct or indirect benefit to a Trustee or to a connected person.

### **Annual General Meeting**

46. The Charity shall in each calendar year hold a General Meeting as its Annual General Meeting (“AGM”). Every AGM shall be held not more than fifteen months after the holding of the previous AGM.

### **Other General Meetings**

47. The Trustees may whenever they think fit convene a General Meeting by giving at least 14 days’ notice to every member of the Charity and to the auditor (if any) and to such other persons who are entitled to receive notice. A General Meeting may be convened with shorter notice if agreed by 90% of the members.
48. The notice must advise members of their right to appoint a proxy, and of the proxy’s right to attend, speak and vote at the meeting.
49. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at General Meetings**

50. No business shall be transacted at a General Meeting unless a quorum is present, in person or by proxy. The quorum shall be one-half of the members.



51. If—
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine. If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
52. The person appointed to chair meetings of the Board of Trustees shall preside at all General Meetings, but if he or she is not present ten minutes after the time appointed for the meeting the Trustees present shall select one of their number to chair the meeting.

#### **Voting at General Meetings**

53. Decisions at General Meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast.
  - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
54. Each member shall have one vote on any question to be decided at a General Meeting. A member who cannot attend a General Meeting may appoint any other person to act as proxy for him or her by sending the Charity a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member’s proxy and the General Meeting in relation to which that person is appointed;
  - (c) is signed by or on behalf of the member appointing the proxy; and
  - (d) is delivered to the company in accordance with any instructions contained in the notice of the General Meeting to which they relate.
55. The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution; or
  - (b) authorise the proxy to vote in accordance his or her own judgement.
56. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a written ballot is demanded by the chair of the meeting or by at least two members present in person or by proxy.
57. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.
58. In the case of an equality of votes the Chair of the meeting shall not have a second or casting vote and the resolution shall be lost.

#### **Members’ written resolutions**

59. Any decision that may be made at a General Meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
60. A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for General Meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.

61. The majorities required to pass a written resolution are as follow—
  - (a) for an ordinary resolution, approval is required from a simple majority of the members;
  - (b) for a special resolution, approval is required from not less than 75% of the members.
62. The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
63. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

#### **Minutes**

64. The Trustees must keep minutes of all—
  - (a) appointments of officers made by the Trustees;
  - (b) proceedings at General Meetings of the Charity;
  - (c) written resolutions passed by the Charity;
  - (d) meetings of the Trustees and Committees of Trustees including:
    - i) the names of the Trustees present at the meeting;
    - ii) the decisions made at the meetings; and
    - iii) where appropriate, the reasons for the decisions.
65. Minutes of meetings shall be kept for a minimum of 10 years.

#### **Accounts**

66. The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
67. The Trustees must keep accounting records as required by the Act.
68. The Charity's annual accounts and reports shall be sent out to all members of the Charity on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

#### **Annual Reports and Returns**

69. The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts.
70. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

#### **Indemnity**

71. The Charity may indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

#### **Regulations**

72. The Trustees may from time to time make, adopt and amend such regulations in the form of bylaws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Charity and the proceedings and powers of the Trustees and committees, provided that such regulations are not inconsistent with the Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Articles.

## **Dissolution**

73. The Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred—
- (a) directly for the objects; or
  - (b) by transfer to any Charity or Charities for purposes similar to the objects; or
  - (c) to any Charity or Charities for use for particular purposes that fall within the objects.
74. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity and, if no such resolution is passed by the Trustees, the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

## **Interpretations**

75. In these Articles—

"The Charity" means the company to which these Articles apply.

"The Act" means the Companies Act 2006.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.

"The Commission" means the Charity Commission for England and Wales.

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity.

"Bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

"Clear days" in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect.

"Connected person" means—

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
  - i. by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or
  - ii. by two or more persons falling within sub-paragraph (i), when taken together
- (e) a body corporate in which –
  - i. the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
  - ii. two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

"Electronic form" and "hard copy form" have the meanings given in section 1168 of the Companies Act 2006.

In Article 23, "independent and non-executive" shall be interpreted as follows—

- (a) A person is independent if they are free from any close connection to the Charity and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be

deemed to be “independent” even if they are a member of the Charity and/or play any of the sports promoted by the Charity.

(b) Examples of a “close connection” include:

- i) they are or have within the last four years been actively involved in the Charity’s affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- ii) they are or have within the last four years been an employee of the Charity;
- iii) they have close family ties with any of the Charity’s Trustees or senior employees.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.