



Decision to be taken on or after 8 October 2012

Ward: N/A

Proposed Amendment to Memorandum and Articles of Association of Adur Community Leisure Limited

Report of the Executive Head of Corporate & Cultural Services

1.0 Summary

1.1 This report requests the Council to agree to an amendment to the Memorandum and Articles of Association of Adur Community Leisure Limited.

2.0 Background

2.1 By an agreement dated 24 June 2005, Adur District Council agreed for the funding and management of Leisure Services by Adur Community Leisure Limited.

2.2 Adur Community Leisure Limited is a Trust governed by Memorandum and Articles of Association, the amendment of which requires the agreement of Adur District Council.

2.3 The Trust currently have 9 Trustees and are finding it difficult to attract new ones. They are, therefore, requesting that the quorum requirements be reduced to allow meetings to take place more readily.

2.4 The current relevant Article reads as follows:

PROCEEDINGS OF TRUSTEES

63. Subject to Article 63.B, the quorum for the transaction of the business of the Trustees shall be fixed at 6 which shall, subject to Article 63.A, include, if such an appointment has been made, one Local Authority nominated Trustee.

2.5 The proposed replacement Article would read:

PROCEEDINGS OF TRUSTEES

63. Subject to Article 63.B, the quorum for the transaction of business at a meeting of Trustees is 50% of the Trustees appointed from time to time provided that if one or more Trustees are not eligible to vote on an item of business, the quorum for that item only shall be 50% of the Trustees appointed and eligible to vote on that item of business, which shall subject to Article 63.A include, if such an appointment has been made, one Local Authority nominated Trustee.

- 2.6 The new wording would allow board meetings to be quorate with 5 Trustees instead of the current 6 and the Cabinet Member is asked to note that there have been occasions when there have not been 6 Trustees present, which prevents decisions being made.
- 2.7 Your Officers recommend that the proposed amendment be agreed, to allow the business of the Trust to be transacted.

3.0 Proposals

- 3.1 That the Council agree to the proposed amendments to Article 63 of the Memorandum and Articles of Association of Adur Community Leisure Limited.

4.0 Finance

- 4.1 There are no financial implications to this report.

5.0 Legal

- 5.1 The charity is subject to control by the Charity Commission and is subject to the Charity Act 2006.
- 5.2 Section 19 of the Local Government (Miscellaneous Provisions Act 1976 empowers the Council to provide indoor and outdoor recreational facilities.
- 5.3 Section 111 of the Local Government Act 1972 allows the Council to do anything which is calculated to facilitate, or is conducive or incidental to, the discharge of any of their functions, including agreeing to the changes to the Memorandum and Articles of Association.

6.0 Recommendation

- 6.1 That the Council agrees to the proposed amendment to Article 63 of the Memorandum and Articles of Association of Adur Community Leisure Limited.

Local Government Act 1972

Background Papers:

1. Letter dated 24 August 2012 from Impulse Leisure to Adur District Council;
2. Funding and Management Agreement between Adur District Council and Adur Community Leisure Limited dated 24 June 2005.

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Schedule of Other Matters

1.0 Council Priority

1.1 Matter considered and no issues identified.

2.0 Specific Action Plans

2.1 Matter considered and no issues identified.

3.0 Sustainability Issues

3.1 Matter considered and no issues identified.

4.0 Equality Issues

4.1 Matter considered and no issues identified.

5.0 Community Safety Issues (Section 17)

5.1 Matter considered and no issues identified.

6.0 Human Rights Issues

6.1 Matter considered and no issues identified.

7.0 Reputation

7.1 Matter considered and no issues identified.

8.0 Consultations

8.1 Matter considered and no issues identified.

9.0 Risk Assessment

9.1 Matter considered and no issues identified.

10.0 Health & Safety Issues

10.1 Matter considered and no issues identified.

11.0 Procurement Strategy

11.1 Matter considered and no issues identified.

12.0 Partnership Working

12.1 Matter considered and no issues identified.