



## **RAMBLERS' GOVERNANCE REVIEW: CONSULTATION UPDATE**

*To Council members, Area Chairs, Area Secretaries and Area Treasurers*

Dear Friends,

Thank you for taking part in this final stage of consultation on proposals for modernising and strengthening the Ramblers governance model. We have been delighted with the amount of interest and participation we have received throughout this process.

We are now sharing the draft Articles and Standing Orders that reflect the proposed changes. These early drafts have been prepared by the charity's legal advisers on governance matters. These are not intended to be in any way final versions, but will be updated and completed following the conclusion of the current consultation period, and review of the feedback and further advice from our legal advisers.

As a reminder, the proposals for reform have come out of a long process of discussion and refinement over the last two years. The starting point was the motion, approved by General Council in 2023, that we move to a more democratic model by enabling all members of the Ramblers to vote in trustee elections. From this came the need to look at the role and purpose of General Council itself and, hence, the role of Areas. It also provided the opportunity to look at how the Board could be strengthened and brought more into line with current best practice.

In summary the case for change, and what we're trying to achieve with these proposals is:

- Areas and Groups are at the core of Ramblers delivery structure and engagement with volunteers and members. But not all Areas are functional, and some of the geographical dividing lines for Areas are arbitrary, creating additional work and barriers for those volunteers seeking to improve footpath maintenance and access. Across Groups and Areas, we know there can be difficulty in recruiting volunteers, especially to committee roles. We sought to simplify the bureaucracy for Groups and Areas (e.g. by reducing the number of prescribed roles) and to allow a more flexible approach, reflecting local geography and population, which allows a balance of autonomy and accountability, ensuring Areas and Groups feel part of Ramblers both as a community and a framework.
- We recognised the importance of retaining the power of the national identities in Wales and Scotland and to reflect the legal, political, cultural and other differences affecting the organisation and delivery of Ramblers activities in those nations.
- While there is a clear historic basis for the current composition of the Board, this has fallen out of line with best practice and limits us in terms of ensuring strong diversity of skills, knowledge, background and experience, and guaranteeing a structure which supports decision-making that is in the charity's best interest. The electorate (General Council) is small, resulting in an election process which does not necessarily reflect the wider Ramblers membership. Therefore we sought

to transition to a Board structure which is intentionally designed to deliver the necessary mix of skills and experience, and that supports decision-making in the Ramblers' overall best interest.

- General Council and the AGM engage a small section of membership, especially those who enjoy working within democratic structures and engaging with governance issues. There are few effective mechanisms by which the wider views of members are being sought and heard. The AGM is not a forum that celebrates, inspires, informs, and engages volunteers. There is an appetite from members to have wider and deeper forms of engagement with each other and with the Board. By redeveloping General Council, we can meet the diverse objectives of hearing member views, celebrating the work of volunteers, and creating a forum for transparency in leadership of the Ramblers.

Discussions on the way forward took place initially in a joint trustee/volunteer/staff working group which met through 2024. This was followed by a series of discussions in focus groups at the start of this year, leading up to the engagement session at General Council in April. Further focus groups were convened to look specifically at Areas and Groups, and a full set of proposals were shared in a pre-consultation over the summer.

Views expressed over this two year period were many and varied but the overall picture was clear:

- People continued to support the move to greater democracy and were very supportive of reforms to General Council. The annual General Council meetings were not seen as a good forum for debate and discussion or sharing of experience.
- People recognised it was important that the Ramblers is led by a strong and effective Board, with a diverse mix of relevant skills and experience. They wanted any new arrangements to ensure that there remains a strong link between the Board and the wider membership, recognising that the Ramblers is and always has been a membership organisation in which our impact is very much driven and created by volunteers on the ground.
- People were keen to continue to recognise the different identities in the three nations that make up Ramblers GB, with their different political, legal, media, fundraising, and natural landscapes. There was widespread support for retaining separate representation for Scotland and Wales on the Board and for maintaining separate representative forums in Wales and Scotland to advise the executive delivery teams for both nations.
- People were also looking for reforms to the Area and Group structure, particularly at Area level which is struggling in parts of the country. A specific series of focus groups looked at the options for reform, and two sets of proposals emerging from these groups were put forward – the initial “network” proposal and then the modified “hub” proposal. However there remain concerns about the robustness of these proposed new organisational models, together with uncertainty about how they would work in practice in different parts of the country.

The Board has listened very carefully to the ideas and feedback that we have received over this two year period. Throughout the Board has been motivated by the desire to ensure that the Ramblers will remain strong and united and have the capacity to grow and flex over the coming decades to deliver our shared strategic intention to campaign for access to the outdoors and create walking opportunities for all.

29 September 2025

You will see that we have further modified the proposals in the light of the outstanding concerns expressed about the Area and Group proposals. We now propose not to move to establish a new structure for Areas and Groups at this point but to continue to work with you in the new year to agree a robust and practical way forward. We will set up a separate project to build on the learning to date and work in an open and inclusive way, to design arrangements which will work for everybody and meet the twin imperatives of preserving what is working well, and changing what is not.

With that adjustment, I believe that the set of proposed changes we have now reached, in dialogue and discussion with you, will provide the foundations for the Ramblers to grow and become even stronger over the coming decades.

I look forward to hearing your response.

**Lucy Robinson**  
**Chair, Board of Trustees**

Feedback form: <https://www.smartsurvey.co.uk/s/governance-review-consultation>

## **UPDATED PROPOSALS FOR REFORM**

### **1. COMPANY MEMBERS AND ANNUAL GENERAL MEETING (AGM)**

All fully paid-up members of one or more year's standing will become company (i.e. "voting") members of the Ramblers with the right to attend the Annual General Meeting (AGM) and elect trustees.

The existing General Council model will be replaced by a model where the wider membership of Ramblers will hold company law member status and therefore have the powers to select trustees through the election process, approve special resolutions relating to the running of the organisation (such as changes to the Articles or the removal of a trustee) and request convening of Extraordinary General Meetings (EGMs) for this purpose, and ratification of the auditor.

As a safeguard, it is proposed that to hold company member status (and therefore participate in decision making at a national level), a member should have held membership of the Ramblers for 12 consecutive months, and not be in financial arrears.

**The AGM should focus only on the required formal company law requirements and will be held online.**

The AGM will focus only on the business required by formal company law, and a typical agenda might include:

- Opening (including welcome and confirmation of quorum)
- Reports (any items for information of members such as the Annual Report and Accounts)
- Business (including results of trustee selection processes, ratification of Chair and Treasurer, ratification of auditor, and any other resolutions)
- Any other business (including Q&A where this relates to governance business)

The revised Articles permit the AGM to be held online, and the proposal is that this will be the norm to reduce travel costs and facilitate maximum participation. All company members will be able to participate by voting in advance (as set out below in the note on trustee voting).

Members will continue to have the right under company law to propose resolutions to an AGM as well as the power to call an EGM.

Resolutions in this context are not intended to be a mechanism to replace the current General Council motion process. Rather, the intention is that discussions between members and the Board of major policy and operational issues will take place at the gatherings through a new, formalised process of discussions and debates. These will provide an opportunity for in-depth discussion and debate with Board members and senior staff.

**Elections for trustees will be held online in advance of the AGM, with the results of elections confirmed at, and taking affect from, the AGM.**

A nomination and election process and timetable for the six elected members will be established, with voting taking place in advance of the Annual General Meeting, and the terms of office of those elected members starting (and ending) at the date of the Annual General Meeting.

An external provider of hybrid (online and hard copy) electoral services will manage the election process. These providers are well-established and used by many charities, trade and student unions, universities, and other professional organisations and associations. The voting will be independently managed, thus ensuring confidentiality and the integrity of the process.

While online voting would be encouraged, there will always be an option for postal voting.

The content of candidate statements, videos and election material will continue to be developed to provide members with the information they need to make an informed decision.

### **Presidents and Vice Presidents**

The President role will be retained with its current ambassadorial capacity to promote the Ramblers' mission and work to the public and potential supporters. However, as with Vice Presidents, the President will no longer have a governance role as a Council member.

Vice Presidents will no longer have a specific governance role as Council members. However, all current Vice Presidents will retain this honorary title. We are committing to reviewing how the Ramblers recognises long and valuable service to the charity.

## **2. BOARD OF TRUSTEES**

**There will be a maximum of 12 trustees (and minimum of 8 trustees) on the Board.**

A range of options for Board size and composition were explored, looking at the positives and negatives of greater or smaller numbers of trustees. The Charity Governance Code guidance suggests a number between 5 and 12 trustees. Ultimately the Board agreed a maximum of 12 trustees, recognising the relative complexity of the Ramblers as an organisation. This will ensure the Board is large enough to have the right mix of skills and experience, but small enough to allow for productive meetings and decision-making.

**Of the 12 trustees, six will be elected by members, four appointed by the Board, and two selected by the Board and appointed subject to ratification by members at the Annual General Meeting.**

This “6-4-2” model means that Ramblers members will always elect or ratify the majority of trustees. The rationale is to have a core of trustees elected by the membership but also to enable the Board to top these up with additional trustees, appointed following a formal assessment of candidates’ skills and capabilities, to ensure the Board has the diverse mix of skills and experience that it needs at any one time.

Although this model includes provision to look outside the membership, it is important to emphasise that, for the appointed and ratified trustee positions, members will also be invited to apply to be appointed as trustees. Any person not a current member will be expected to join by the time of appointment.

**Four trustees will be elected by all members.**

All members who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will be eligible to stand for election as a trustee.

There will no longer be a requirement for trustee candidates to have proposers.

All members who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will have the right to vote for these four trustee positions.

Consideration was given to the 2024 General Council motion which asked for care to be taken to ensure balance of representation throughout Great Britain. The possibility of electing trustees from established clusters or regions within England was considered but, on balance, it was felt that applying geographical restrictions was not justified by the extent of difference between regions based on the four quarters of England and that, in electing trustees, members should be given the opportunity to choose from as wide a range of candidates as possible.

However if, following the election of trustees, there is an obvious gap in representation in a particular geographical area, the Board would have the option to seek to fill this gap through the appointed trustee process.

**One trustee will be elected by members in Scotland, and one trustee will be elected by members in Wales.**

Members in Scotland and Wales will continue to have a right to reserved trustee places, in recognition of the need to ensure that an understanding of the different political, legislative and operational contexts of those nations is present on the Board.

All members in Scotland who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will be eligible to stand for election as the Scotland trustee, and all members in Wales who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will be eligible to stand for election as the Wales trustee.

There will no longer be a requirement for trustee candidates to have proposers.

All members in Scotland who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will have the right to vote for the Scotland trustee, and all members in Wales who have held membership of the Ramblers for 12 consecutive months and are not in financial arrears will have the right to vote for the Wales trustee.

The trustees elected in Scotland and Wales would be expected to chair the respective Ramblers Scotland and Ramblers Cymru Advisory Forums, thus providing a direct link to the Board. However it is important to emphasise that these two trustees are not elected to represent members in Scotland and Wales, but to bring to the Board specific understanding of the respective unique legislative and operational contexts.

We considered whether the electorate for the remaining four elected trustees should be restricted to members from England only but concluded that such a safeguard is not necessary to ensure that an understanding of the context of England is present on the Board.

#### **Up to four trustees can be appointed by the Board following a formal process.**

It will be open to both Ramblers members and people outside the organisation to apply to be appointed as trustees through this process. Any person not a current member will be expected to join by the time of appointment and, once a member, will hold company member status in their capacity as a trustee from that point.

The Board itself will design and manage the appointment process which will be formal and robust. Trustee vacancies will be openly advertised to ensure that we reach as wide a field of candidates as possible. Candidates will be assessed against a defined set of skills, knowledge, background and experience, and interviewed by an appointments panel. Creating a diverse Board will be an important factor in trustee appointments, including regional diversity.

The Board already uses a process like this which was used recently for the Treasurer and external committee member appointments.

Provision will be made, where appropriate, to include member voices in the appointment processes.

#### **Two trustees – the Chair and the Treasurer – will be selected by the Board following a formal process to assess their capabilities against the requirements for the post, and appointed subject to ratification by members at the Annual General Meeting.**

As with the up to four appointed members, it will be open to both Ramblers members and people outside the organisation to apply to be appointed as Chair and Treasurer through the same robust process (although we would expect any person not a current member to join by the time of appointment).

Provision will be made, where appropriate, to include member voices in the appointment processes.

However, unlike the up to four appointed members, the Board's nominees for the Chair and Treasurer positions would be subject to ratification by members at the Annual General Meeting, thus ensuring that members retain a final say in the appointment of the two trustee officer roles.

To some extent this mirrors the current Treasurer process, where candidates can be sought from outside the organisation (as permitted by the Articles) but must be members at the point of taking office.

There will be specific role descriptions for the Chair and Treasurer, setting out the expectations for these important leadership positions.

### **Trustee vacancies will be advertised and recruited based on clearly defined skills and experience**

We will bring together our existing trustee recruitment processes, including how the Board carries out its trustee skills audits and Board reviews, in a published Trustee Recruitment Process that sets out how we support the identification of the skills, knowledge, and experience needed to balance the existing Board and support the charity's objectives; ensure that we recruit trustees with diverse backgrounds, experiences, and perspectives to avoid groupthink and improve decision-making; and actively remove barriers to entry that might discourage potential candidates.

**All trustee appointments will be for a term of three-years, with trustees eligible to be re-elected or re-appointed for a further three-year term. In exceptional cases (i.e. if a sitting trustee is selected as Chair or Treasurer at the end of their first term) a third term may be possible, but there will be a cap of a maximum of nine years' service.**

This closely mirrors the current position, where in almost all situations, a trustee will serve a maximum of two three-year terms. This is extended to a maximum of nine years only when a sitting trustee is elected as Chair. In this proposal this flexibility is extended to the Treasurer position.

As is currently the case, at the end of any maximum term of office as a trustee, a person will only become eligible for election or appointment as a trustee again after having been out of office for at least one year.

### **Trustee elections and appointments will be on an established rolling cycle.**

Similar to the current arrangement, there will be a rolling annual cycle for the election and appointment of trustees for reasons of continuity and to ensure that a large percentage of trustees do not change each year.

This new Board structure and cycle will be phased in over a transition period of 2-3 years. A transition plan will be developed and included in the Articles. It is likely that there will be at least one GB-wide election in both 2027 and 2028.

The appointment process for the up to four appointed trustees could take place at any time in the year when necessary.

The appointment process for the Chair and Treasurer could take place at any time in the year at the discretion of the Board, but the terms of office of those members would start only following ratification by members at the date of the Annual General Meeting.



Voting for elected trustees will take place in advance of the Annual General Meeting, but the terms of office of those elected members will start at the date of the Annual General Meeting.

### **Vice Chair**

There will continue to be a Vice Chair position, to be appointed by the Board from its own number, on the recommendation of the Chair.

### **3. MEMBER AND VOLUNTEER GATHERINGS**

**Gatherings will be held at least annually for members and volunteers, attended by trustees and key staff, to enable discussion and debate on key issues, and engagement with the Board.**

The exact form of these gatherings could change and develop over time but will start with six one-day gatherings: one in Scotland, one in Wales, and four in England. It is anticipated that they will run close to each other in a “gathering / festival season” each autumn.

Attendance at the gatherings will be open to all members (although numbers will be limited by venue capacity) but at least one guaranteed place would be reserved for each Group and Area, with an allocation to Group and Area budgets to cover travel costs. Travel costs for other attendees will be borne either by a Group or Area or by the individual. There will be no charge to attend a gathering.

The staff team will support each gathering in terms of planning dates, organising venues, registration and the programme/agenda for each. Small planning teams comprising a mixture of members, trustees and staff (to include at least the respective Nation Director) will be convened each year to develop the programme for each event and agree the topics for discussion. Groups will be able to propose topics for discussion and the Board may also propose matters for discussion.

Trustees and staff will attend each gathering to meet and listen to members.

The programme/agenda for a typical gathering might include:

- Discussion of topics proposed by Groups, Areas and by the Board
- Workshops for knowledge sharing between Groups and Areas
- Opportunities for socialising and informal conversations, including walks

Online clusters meetings and other informal collaboration can continue.

**A GB-wide national gathering would take place at least every three years.**

In addition to the annual gatherings, a larger GB-wide national event will be held at least every three years. As with gatherings, there will be provision for at least one member of every Group and Area to attend this event.

A planning team comprising a mixture of members, trustees and staff will be convened to develop the programme for this event.

**The current motions process would be replaced by a new, formalised process of discussions and debates in these gatherings.**

Topics agreed by the planning groups will be discussed at the gatherings (this could include, but not exclusively, policy matters, matters relating to how the Ramblers operates, etc.). The outcome of discussions from each gathering will be recorded on a standardised template, collated and published. The Board will commit to discussing the output of these discussions at the first Board meeting following the final gathering and to reporting back to members by a set date after the conclusion of the “season” with a response and actions to be taken. This process will be set out in the Standing Orders.

## **4. AREAS, GROUPS AND NATIONS**

**No changes will be made to how Areas and Groups currently operate. Areas and Groups will continue to be defined in the Articles and for the time being there will be no change to the model constitutions in the Standing Orders.**

Work will continue in the new year, building on the work to date, to agree what reforms would best allow Areas and Groups to continue to function efficiently and effectively in future.

The model constitutions will continue be appended to the Standing Orders as before.

**Ramblers Scotland and Ramblers Cymru will remain distinct and integral parts of the organisation each with an Advisory Forum to support the delivery of the charitable objectives in the respective nations.**

It will no longer be necessary to refer to constituent parts in future as Ramblers Scotland and Ramblers Cymru will each be formally defined in the Articles, recognising the differing national circumstances (including within our respective legislative and political framework) which impact the delivery of the charitable objects of the Ramblers in Scotland and Wales respectively.

The Ramblers Scotland Strategic Committee and the Ramblers Cymru Steering Group will become Advisory Forums bringing together members elected by the Groups and individuals selected for their expertise.

Advisory Forums will advise members and staff on the delivery of the charitable objectives in the respective nations.

Model guiding principles for the Advisory Forums will be included in the Standing Orders, setting out the number of members (which will be 50% elected by Groups and 50% appointed by the Forum itself on recommendation of respective Nation Director).

The trustees elected in Scotland and Wales will normally be the Chairs of the respective Advisory Forums.

Scottish Council and Ramblers Cymru AGM will evolve into the Scotland and Wales annual member and volunteer gatherings outlined in section 3. These gatherings will be attended by trustees and key staff, to enable discussion and debate on key issues, and engagement with the Board. As with the evolution of General Council, the current Ramblers Scotland and Ramblers Cymru motions process would be replaced by the new, formalised process of discussions and debates in these gatherings.

### **Affiliated clubs**

Affiliated clubs will continue to exist as they do now, affiliated to Areas, Ramblers Scotland or Ramblers Cymru. The references to affiliated local organisations, affiliated national organisations and affiliated overseas organisations in the Articles will be removed.

**The Companies Act 2006**

**Company Limited by Guarantee without Share Capital**

## **Articles of Association**

**of**

## **The Ramblers' Association**

**Company Number: 04458492**



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## The Companies Act 2006

### Company Limited by Guarantee without Share Capital

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## The Companies Act 2006

### Company Limited by Guarantee without Share Capital

#### Articles of Association of The Ramblers' Association

##### PART I - CHARITABLE STATUS AND CAPACITY

###### OBJECTS AND POWERS

###### 1. Objects

The Association is established for charitable purposes only. The objects of the Association are to promote, encourage or assist in:

- (a) the provision and protection of foot paths and other ways over which the public have a right of way or access on foot, including the prevention of obstruction of public rights of way;
- (b) the protection and enhancement for the benefit of the public of the beauty of the countryside and other areas by such lawful means as the trustees think fit, including by encouraging the provision, preservation and extension of public access to land on foot;
- (c) the provision of facilities for the organising of open-air recreational activities and in particular rambling and mountaineering with the object of improving the conditions of life for the persons for whom the facilities are intended, namely the public at large, and in the interests of social welfare (including health);
- (d) advancing the education of the public in subjects relating to access to, and the preservation and conservation of, the countryside and of the health benefits of outdoor recreational pursuits.

The trustees may further the objects particularly by helping all persons to a greater love, knowledge and care of the countryside and urban open spaces, and by encouraging participation in walking for recreation and as a means of transport.

###### 2. Powers

Ramblers has power to do anything which helps to promote its objects. For the avoidance of doubt (and without limit) it may:

###### ***Manage its finances***

- 2.1 raise funds;
- 2.2 borrow money (including, without limit, for the purposes of investment or raising funds);
- 2.3 accept or disclaim gifts (of money and/or other property);
- 2.4 lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by, any person or company;

- 2.5 invest money not immediately required in or upon any investments, securities, or property;
- 2.6 set aside funds for particular reasons, or as reserves;
- 2.7 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
- 2.8 give guarantees or other security for the repayment of money borrowed, for a grant, or for the discharge of an obligation (but only in accordance with the restrictions in the Charities Act 2011);

***Manage its property affairs***

- 2.9 dispose of, or deal with, all or any of its property (but only in accordance with the restrictions in the Charities Act 2011);
- 2.10 acquire or rent property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 2.11 arrange for investments or other property of Ramblers to be held in the name of a nominee or nominees (and pay any reasonable fee for this);
- 2.12 impose (revocable or irrevocable) restrictions on the use of any property of Ramblers, including (without limitation) by creating permanent endowment;
- 2.13 incorporate and acquire subsidiary companies; and
- 2.14 insure the property of Ramblers against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect Ramblers;

***Work with other organisations***

- 2.15 establish and support (or aid in the establishment and support of) any other organisations, execute charitable trusts and subscribe, lend or guarantee money or property for charitable purposes;
- 2.16 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limit any charitable trust, including a charitable trust of permanent endowment property held for any of the charitable purposes included in Ramblers' objects);
- 2.17 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them; and
- 2.18 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;

***Manage its day-to-day operations***

- 2.19 subject to Article 3 (Limitation on private benefit):
  - 2.19.1 engage and remunerate staff and advisers;



- 2.19.2 make reasonable provision for the payment of pensions and other benefits to or on behalf of employees and their spouses and dependants; and
- 2.19.3 enter into compromise and settlement arrangements with them;
- 2.20 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 2.21 to make such ex gratia payments as are considered reasonable and fair and, if required, with the consent of the Charity Commission;
- 2.22 provide indemnity insurance for:
- 2.23 the Trustees, in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 2.24 officers who are not Trustees, subject to such conditions as the Trustees shall determine.

Nothing in the Articles of Association authorises an application of the property of Ramblers for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005.

#### **LIMITATION ON PRIVATE BENEFIT**

#### **3. Limitation on private benefit**

- 3.1 The income and property of Ramblers must be applied solely towards the promotion of its objects and no part of it will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of Ramblers and no Trustee may be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from Ramblers except as shown below under 'allowed payments'.

#### ***Allowed payments***

- 3.2 Ramblers may pay:
  - (a) reasonable and proper payment to any officer or servant of Ramblers who is not a Trustee for any services to Ramblers;
  - (b) interest on the money lent by any member of Ramblers or a Trustee; the annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3%, whichever is the greater;
  - (c) reasonable out-of-pocket expenses to any Trustee [or member];
  - (d) reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital;

- 3.2.2 reasonable and proper rent of premises demised or let by any member or Trustee;
- 3.2.3 all reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in the articles of association;
- 3.2.4 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no member or Trustee will be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member.

- 3.3 The additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must also be complied with.

#### **LIMITATION OF LIABILITY AND INDEMNITY**

##### **4. Liability of members**

The liability of members is limited. Each member agrees, if Ramblers is wound up while they are a member (or within one year after they cease to be a member), to pay up to £1 towards:

- 4.1 payment of Ramblers' debts and liabilities contracted before they ceased to be a member;
- 4.2 payment of the costs, charges and expenses of winding up; and
- 4.3 adjustment of the rights of the contributors among themselves.

##### **5. Indemnity**

- 5.1 In the management of the affairs of Ramblers no Trustee will be liable for any loss to the property of Ramblers arising by reason of improper investment made in good faith (so long as they have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them or by any other Trustee in good faith (provided reasonable supervision has been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any Trustee or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.
- 5.2 Subject to the provisions of the act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of Ramblers will be indemnified out of the assets of Ramblers against any liability incurred by them in defending any proceedings whether civil or criminal in which judgment was given in their favour or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of Ramblers and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of his or her duties or in relation thereto.

## DISSOLUTION

### 6. **Dissolution**

- 6.1 The board of trustees or a general council may decide at any time to dissolve the Association. The Association shall then call a general council meeting to confirm such a decision.
- 6.2 If the Association is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Association. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar objects to those of the Association and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.
- 6.3 The institutions will be chosen by the council members of the Association at or before the time when the Association is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

## PART II – TRUSTEES

### THE ROLE OF THE TRUSTEES

#### 7. **Management of Ramblers' business**

- 7.1 Unless the Articles provide otherwise, the Trustees are responsible for managing Ramblers' business. When doing so, they may exercise all the powers of Ramblers.
- 7.2 The members may pass a special resolution requiring the Trustees to take (or refrain from taking) specified action: but this does not invalidate anything which the Trustees did before the resolution was passed.

#### 8. **Ability to delegate**

- 8.1 Unless the Articles provide otherwise, the Trustees may delegate:
- 8.1.1 any of their powers or functions to any committee; and
- 8.1.2 the implementation of their decisions, or the day-to-day management of Ramblers' affairs, to any person or committee.
- 8.2 The Trustees may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

##### ***Delegating to a committee***

- 8.3 When delegating to a committee, the Trustees must confirm:
- 8.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);
- 8.3.2 how the committee will report regularly to the Trustees; and
- 8.3.3 any other regulations relating to the functioning of the committee.
- 8.4 No committee shall knowingly incur expenditure or liability on behalf of Ramblers except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

##### ***Delegating investment management***

- 8.5 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:
- 8.5.1 the investment policy is set down in writing for the Financial Expert or Financial Experts by the Trustees;
- 8.5.2 timely reports of all transactions are provided to the Trustees;
- 8.5.3 the performance of the investments is reviewed regularly with the Trustees;

- 8.5.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 8.5.5 the investment policy and the delegation arrangements are reviewed regularly;
- 8.5.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and
- 8.5.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

***Appointing agents***

- 8.6 The Trustees may (by power of attorney or otherwise) appoint any person to be the agent of Ramblers for such purposes and on such conditions as they decide.

**9. Standing Orders**

- 9.1 The Trustees may from time to time make such rules as they think fit as to the governance and management of Ramblers and its affairs, including (without limitation):
  - 9.1.1 the conduct of and voting at member meetings (including any arrangements for Remote Attendance);
  - 9.1.2 procedures for the appointment and election of Trustees;
  - 9.1.3 the calling and conduct of meetings of the Trustees;
  - 9.1.4 codes of conduct for members or Trustees;
  - 9.1.5 the appointment of members and payment of subscriptions; and
  - 9.1.6 the duties of officers and employees of Ramblers.
- 9.2 Any amendment to the Standing Orders will require at least [two-thirds] of all Trustees to vote in favour of the change.
- 9.3 The Standing Orders shall be binding on all Trustees and members of Ramblers. No Standing Order shall be inconsistent with the Companies Acts, the Articles or any rule of law.

**HOW TRUSTEES MAKE DECISIONS**

**10. The Trustees must take decisions collectively**

Any decision of the Trustees must be either:

- 10.1 a decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to the casting vote described in Article 12.5); or
- 10.2 a decision without a meeting taken in accordance with Article 13.

11. **Calling a Trustees' meeting**

- 11.1 The Chair or any two Trustees may call a Trustees' meeting or instruct the Secretary (if any) to do so in accordance with the Standing Orders.

12. **Procedure for Trustees' meetings**

- 12.1 The Trustees may meet, adjourn, observe the quorum and run its meetings as set out in the Standing Orders, subject to the rest of the Articles.

***Quorum***

- 12.2 The Trustees cannot conduct any business at a Trustees' meeting unless a quorum is participating. However, if the total number of Trustees for the time being is less than the quorum required, the Trustees may still act to appoint further Trustees, or call a general meeting to enable the members to do so.

***Virtual / hybrid meetings are acceptable***

- 12.3 Meetings do not need to take place in one physical place. Trustees participate in (and form part of the quorum in relation to) a Trustees' meeting, or part of a Trustees' meeting, when they can contemporaneously communicate with each other by any means. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

***Chair and casting vote***

- 12.4 The Chair, if any, or in their absence another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.
- 12.5 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

13. **Decisions without a meeting**

- 13.1 A decision is taken in accordance with this Article 13 when the majority of the Trustees indicate by any means that they share a common view on a matter following the process set out in the Standing Orders.

14. **Conflicts**

***Declaration of interests***

- 14.1 Unless Article 14.2 applies, a Trustee must declare the nature and extent of:
- 14.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with Ramblers; and
- 14.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of Ramblers or his or her duties to Ramblers.

- 14.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

***Involvement in decision-making***

- 14.3 Subject to Article [x], if a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or person(s) or for any other reason and the conflict is not authorised by any other provision of the Articles the unconflicted Trustees may authorise such a conflict of interests if they consider it is in the interests of Ramblers PROVIDED the conflicted Trustee:

- 14.3.1 withdraws from that part of the meeting of the board of Trustees at which there is any discussion of the matter;

- 14.3.2 is not counted in the quorum for that part of the meeting; and

- 14.3.3 withdraws during the vote and has no vote on the matter.

- 14.4 The Trustees cannot authorise under Article 14.3 any benefit (as defined in Section 198(2)(c) Charities Act 2011) to be obtained a Trustees or persons connected with them, other than the allowed payments as described in Article 3.2. For the avoidance of doubt, "connected" will have the meaning given to it in Schedule 1.

***Continuing duties to Ramblers***

- 14.5 Where a Trustee or person Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

- 14.5.1 the Trustee shall not be in breach of their duties to Ramblers by withholding confidential information from Ramblers if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

- 14.5.2 the Trustee shall not be accountable to Ramblers for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

**15. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in their appointment, or that they were disqualified from holding office or had vacated office, or that they were not entitled to vote on the matter in question.

**APPOINTMENT AND RETIREMENT, ETC. OF TRUSTEES**

**16. Number of Trustees**

There will be a maximum of twelve (12) and a minimum of eight (8) Trustees.

**17. Appointment and Election of Trustees**

17.1 Subject to the Transitional Provisions, the Board of Trustees shall consist of:

17.1.1 A Chair and Treasurer selected by the Trustees and appointed by the members at an annual general meeting;

17.1.2 four Trustees elected by the members;

17.1.3 one Trustee elected from and by members in Scotland;

17.1.4 one Trustee elected from and by members in Wales; and

17.1.5 up to four Trustees appointed by the Trustees.

17.2 The appointment and election criteria and process for Trustees shall be set out in the Standing Orders. No Trustee may be appointed or elected if they are disqualified from acting under Articles 17.7 or 18.

***Terms of office***

17.3 A Trustee's appointment as Trustee takes effect at the end of the meeting at which they are elected or appointed.

17.4 Subject to the Transitional Provisions, the Chair and Treasurer and any elected Trustee may serve for three years from the date of their election or appointment after which (subject to Article 17.6), they will be eligible for re-election or re-appointment for a second consecutive term of office.

17.5 Subject to the Transitional Provisions, a Trustee who is appointed under Article 17.1.5 may serve for a term of up to three years (or such shorter term as the Trustees may determine) from the date of their appointment after which (subject to Article 17.7), they will be eligible for re-appointment.

17.6 Exceptionally, the Trustees may decide that the Chair and/or Treasurer may be appointed for a third consecutive term of office.

***Long-stop***

17.7 A Trustee who has served for six consecutive years (or nine in accordance with Article 17.6) is ineligible for re-appointment or re-election for a further term, until they have taken a break from office of at least twelve months.

***Minimum age***

17.8 No one may be appointed as a Trustee unless they have reached the age of 18 years.

**18. Disqualification and removal of Trustees**

A Trustee ceases to be a trustee if:

18.1 by virtue of any provision of company or charity law, they cease to be a director of Ramblers or become prohibited generally from being a company director or charity trustee;



- 18.2 the Trustees reasonably believe that the Trustee has become physically or mentally incapable of managing their own affairs and they resolve to remove the Trustee from office;
- 18.3 they notify Ramblers in writing that they are resigning from office, and any period of time specified in such notice has passed (but only if at least a quorum of Trustees will remain in office when such resignation has taken effect);
- 18.4 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that they be removed for this reason;
- 18.5 at a general meeting of Ramblers, a resolution is passed that the Trustee be removed from office, provided the meeting has invited their views and considered the matter in the light of such views;
- 18.6 they cease to be a member; or
- 18.7 at a meeting of the Trustees at which at least [two-thirds] of the Trustees are present, a resolution is passed that the Trustee is removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Trustees.

**PART III – MEMBERS, AREAS, GROUPS AND GENERAL MEETINGS**

**BECOMING AND CEASING TO BE A MEMBER**

**19. Becoming a member**

- 19.1 The first members of Ramblers are the subscribers to its Memorandum of Association.
- 19.2 The Transitional Provisions in respect of becoming a member shall apply for one year from the date on which these Articles come into effect. After this, the Trustees may admit members or establish a procedure for their admission under the Standing Orders.
- 19.3 All Trustees of Ramblers shall automatically be admitted as members upon their appointment as Trustees (unless they are already a member).
- 19.4 Except the subscribers to the Memorandum and Trustees, no person may become a member of Ramblers unless:
- 19.4.1 they have applied for membership; and
- 19.4.2 the Trustees have either approved the application or established a procedure by which the application is approved.
- 19.5 The Trustees may from time to time prescribe criteria for membership.
- 19.6 The Trustees may in their absolute discretion decline to accept any person as a member (whether or not they meet any criteria prescribed under Article 19.5), and do not need to give reasons for this.

***Subscriptions and eligibility for voting***

- 19.7 The Trustees may at their discretion levy subscriptions on members of Ramblers at such rate or rates as they shall decide. A former member remains liable for any unpaid subscriptions accrued while they were a member of Ramblers.
- 19.8 No member (unless they are a Trustee) shall be entitled to vote at any general meeting nor on any written resolution unless they have held membership of the Ramblers for 12 consecutive months prior to the date of the general meeting and all subscriptions presently payable by them to Ramblers have been paid.

**20. Ending membership**

- 20.1 Membership is not transferable.
- 20.2 A person shall cease to be a member if:
- 20.2.1 they die;
- 20.2.2 they give at least seven days' written notice to Ramblers that they intend to withdraw from membership, and that period of notice has elapsed;
- 20.2.3 any subscription or other sum payable by the member to Ramblers is not paid on the due date and remains unpaid seven days after notice served on the member by Ramblers

informing them that they will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Trustees may decide;

- 20.3 if they have they are removed from the membership in accordance the published policy and process.

**21. Categories of membership and associate members**

- 21.1 The Trustees may create categories of membership with different subscriptions or benefits and may alter such benefits and subscriptions at any time. They may not alter voting rights. To the extent that any class rights (as defined in the Companies Acts) are created under this Article or elsewhere within these Articles, those rights can be varied by special resolution of the members (without the need for separate consents from the members of affected classes).
- 21.2 The Trustees may establish one or more categories of associate membership. Associate members are not members of Ramblers for the purposes of the Articles or the Companies Acts but may have such rights and obligations (and may be liable for any such subscriptions) as the Trustees decide from time to time. The Trustees may admit and remove any associate members in accordance with any regulations that they make.

**STAFF MEMBERS**

- 21.3 All staff employed by Ramblers shall automatically be admitted as associate members upon commencement of their employment, by virtue of their employment (Staff Members).
- 21.4 For the avoidance of doubt, Staff Members are not members of Ramblers for the purposes of the Articles or the Companies Acts. They shall not be entitled to vote at any general meeting nor on any written resolution. They shall have rights and obligations as the Trustees decide from time to time.
- 21.5 A Staff Member shall cease to be an associate member automatically when they cease to be employed by Ramblers.

**AREAS**

- 21.6 Areas may be established by the Trustees to carry out the objects of Ramblers in their prescribed areas.
- 21.7 Areas are subject to these Articles, the Standing Orders, the policy of Ramblers and the decisions of the Trustees from time to time. For the purposes of this Article, policy of Ramblers means any policy established or approved by the Trustees or derived from a strategic plan approved by the Trustees/members.
- 21.8 Areas must adopt a constitution which is substantially similar to the model constitution included in the Standing Orders as updated from time to time.
- 21.9 An Area is incorporated within Ramblers and is not an independent organisation. Any assets or funds of an Area will belong to Ramblers. Where an Area is dissolved, its assets and funds will immediately transfer to Ramblers.

- 21.10 The Trustees may decide to dissolve or suspend an Area, or dismiss or suspend a member of the Area's governing body or a sub-committee of that governing body, by a resolution passed by at least two-thirds of those present and voting at a properly convened meeting of the Trustees, after following the procedure set out in the Standing Orders.

## **GROUPS**

- 21.11 Groups may be established by the Trustees to carry out the objects of Ramblers.
- 21.12 Groups are subject to the Articles and Standing Orders. Each Group will have its own committee and will adopt a constitution which is substantially similar to the model constitution for Groups included in the Standing Orders as updated from time to time.
- 21.13 A Group established under the Articles is not an independent organisation. Any assets or funds of a Group will belong to Ramblers. Where a Group is dissolved, its assets and funds will immediately transfer to Ramblers. The governing body of an area may decide to suspend or dissolve a Group or suspend or remove a committee member of a Group based within its area in accordance with the procedure set out in the Standing Orders.

## **RAMBLERS SCOTLAND AND RAMBLERS CYMRU**

- 21.14 Ramblers Scotland is established by the Trustees to carry out the objects of Ramblers within Scotland. It shall have an advisory forum (constituted as set out in the Standing Orders), which shall be chaired by the Trustee appointed under Article 17.1.3.
- 21.15 Ramblers Cymru is established by the Trustees to carry out the objects of Ramblers within Wales. It shall have an advisory forum (constituted as set out in the Standing Orders), which shall be chaired by the Trustee appointed under Article 17.1.4.
- 21.16 Any assets or funds of Ramblers Scotland and Ramblers Cymru will belong to Ramblers.

## **ORGANISATION OF GENERAL MEETINGS**

### **22. Annual general meetings**

- 22.1 Subject to Article 34, Ramblers must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.
- 22.2 The annual general meeting shall be held in accordance with such arrangements as are made by the Trustees.

### **23. General meetings**

- 23.1 The Trustees may call a general meeting at any time.
- 23.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

### **24. Notice of general meetings**

#### ***Length of notice***

- 24.1 All general meetings must be called by either:
- 24.1.1 at least 14 Clear Days' notice; or
- 24.1.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least **90%** of the total voting rights at that meeting of all the members.

***Contents of notice***

- 24.2 A notice calling a general meeting must specify the following information, insofar as required by the Companies Acts:
- 24.2.1 the day, time and place of the meeting; and
- 24.2.2 the general nature of the business to be transacted.
- 24.3 If a special resolution is to be proposed, the notice must include the full text of the proposed resolution and specify that it is proposed as a special resolution.
- 24.4 In every notice calling a meeting of Ramblers there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of Ramblers.
- 24.5 If Ramblers gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice).

***Service of notice***

- 24.6 Notice of general meetings must be given to every member, to the Trustees and to the auditors of Ramblers.

**25. Attendance and speaking at general meetings**

- 25.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 25.2 A person is able to exercise the right to vote at a general meeting when:
- 25.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and
- 25.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 25.3 In determining attendance at a general meeting, it is irrelevant whether any two or more members attending it are in the same physical location as each other.
- 25.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

- 25.5 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
- 25.6 When the Trustees have made arrangements to facilitate Remote Attendance:
- 25.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
  - (b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 25.6.2 the Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 25.6.3 the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
  - (b) how those attending by Remote Attendance may vote;
- 25.6.4 Insofar as not disapplied by any arrangements made under Article 25.5:
- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
  - (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
  - (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by Ramblers) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.
26. **Quorum for general meetings**
- 26.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

- 26.2 The quorum shall be 75 members present in person, by proxy, entitled to vote on the business to be transacted. .
- 26.3 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum.
- 26.4 If a quorum is not present within half an hour from the time appointed for the meeting; (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:
- 26.4.1 where the meeting has been called by requisition of the members under the Companies Acts, it shall be dissolved; or
- 26.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Trustees may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
27. **Chairing general meetings**
- 27.1 The Chair or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.
- 27.2 If neither the Chair nor any Trustee nominated in accordance with Article 27.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting.
- 27.3 Failing this, the members present in person or by proxy and entitled to vote must choose one of the members present in person (or one of the authorised representatives), to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a member (or authorised representative).
28. **Attendance and speaking by Trustees and non-members**
- 28.1 Trustees may attend and speak at general meetings, whether or not they are members.
- 28.2 The chair of the meeting may permit other persons who are not members of Ramblers (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.
29. **Adjournment**
- 29.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:
- 29.1.1 with the consent of the meeting;
- 29.1.2 in the event of technical failure under Article 25.6.4(b); or

- 29.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.
- 29.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 29.3 When adjourning a general meeting, the chair of the meeting must:
  - 29.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
  - 29.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 29.4 If the meeting is to continue more than 14 days after it was adjourned, Ramblers must give at least 7 Clear Days' notice of it:
  - 29.4.1 to the same persons to whom notice of Ramblers' general meetings is required to be given; and
  - 29.4.2 containing the same information which such notice is required to contain.
- 29.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

**30. Voting at general meetings**

- 30.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

***Voting rights***

- 30.2 Where a vote is carried out by a show of hands, the following persons have one vote each:
  - 30.2.1 each member present in person; and
  - 30.2.2 (subject to Article 33.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

provided that if a person attending the meeting falls within two or more of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.
- 30.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
  - 30.3.1 every member present in person; and
  - 30.3.2 every member present by proxy (subject to Article 33.3).
- 30.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.



- 30.5 This Article 30 is subject to Article 19.8 (voting rights where there are unpaid subscriptions).

***Saving provisions***

- 30.6 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

- 30.7 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

- 30.7.1 has or has not been passed; or

- 30.7.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 40 is also conclusive evidence of that fact without such proof.

**31. Poll voting: further provisions**

***Process for demanding a poll***

- 31.1 A poll on a resolution may be demanded:

- 31.1.1 in advance of the general meeting where it is to be put to the vote; or

- 31.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 31.2 A poll may be demanded by:

- 31.2.1 the chair of the meeting;

- 31.2.2 the Trustees;

- 31.2.3 two or more persons having the right to vote on the resolution;

- 31.2.4 any person who holds two or more votes; or

- 31.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 31.3 A demand for a poll may be withdrawn, if the poll has not yet been taken, and with the consent of the chair of the meeting.

***Procedure on a poll***

- 31.4 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

- 31.5 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 31.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
- 31.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 31.8 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 31.9 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

32. **Proxies**

***Power to appoint***

- 32.1 A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of Ramblers. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

***Manner of appointment***

- 32.2 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 32.2.1 states the name and address of the member appointing the proxy;
- 32.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 32.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may decide; and
- 32.2.4 is delivered to Ramblers in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.
- 32.3 Ramblers may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 32.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 32.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 32.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 32.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

### 33. **Delivery of Proxy Notices**

- 33.1 A Proxy Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of general meeting to which it relates. It must be received by Ramblers in accordance with the following timing requirements:

(a) Where the proxy appointment relates to a poll, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	<p>The Proxy Notice must be:</p> <ol style="list-style-type: none"> <li>1. delivered in accordance with paragraph (c) below; or</li> <li>2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.</li> </ol>
(b) Where the proxy appointment relates to a poll, which is to be taken more than 48 hours after it was demanded.	The Proxy Notice must be received 24 hours before the time appointed for taking the poll.
(c) In all other circumstances.	The Proxy Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

- 33.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 33.
- 33.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to Ramblers by or on behalf of that person.
- 33.4 The appointment of a proxy may be revoked by delivering to Ramblers a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 33.5 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

### 34. **Power to delay or postpone general meetings**

- 34.1 The Trustees may suspend the requirement to hold an annual general meeting within the time limits specified in Article 22.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Trustee retirements and appointments, which when resolved upon and communicated to the members shall be binding in place of the arrangements in Article 17).

- 34.2 The Trustees may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Trustees must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

35. **Amendments to resolutions**

- 35.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:

35.1.1 notice of the proposed amendment is given to Ramblers in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

35.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 35.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

35.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

35.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 35.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

36. **Written resolutions**

Subject to Article 19.8 (voting rights where there are unpaid subscriptions), Ramblers may deal with business by written resolution in accordance with the Companies Acts and the Articles.

**PART IV - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS****37. Communications by Ramblers*****General rule***

- 37.1 Ramblers may send or supply any documents, notices, information or other material to members or Trustees in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 37.2.

Method	Deemed delivery
(a) By hand	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) By electronic means;	The day it was sent.
(d) By making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) By other means authorised by the articles and the Companies Acts.	In accordance with any provisions in the relevant article or the Companies Acts.

***Exceptions***

- 37.2 The following exceptions apply:
- 37.2.1 where the Companies Act 2006 requires it, the requirements in that Act for Ramblers to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);
- 37.2.2 insofar as the communication falls within the scope of the Companies Act 2006, Ramblers must have gained the Trustee's prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Trustee may agree with Ramblers that notices or documents concerning Trustee decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;
- 37.2.3 a member present in person, by proxy or authorised representative at a meeting of Ramblers shall be deemed to have received notice of the meeting and the purposes for which it was called;
- 37.2.4 a member who does not register a postal address within the United Kingdom with Ramblers shall not be entitled to receive any notice from Ramblers by methods (a) or (b) but shall be entitled to receive any notice by methods (c), (d) or (e) (subject to Article 37.2.1 above) (and

Ramblers may provide such a member with any notice by methods (a) or (b), in its discretion and subject to these Articles and the Companies Acts); and

37.2.5 where any document or material has been sent or supplied by Ramblers by electronic means and Ramblers receives notice that the message is undeliverable:

- (a) if the material has been sent to a member or Trustee and is notice of a general meeting of Ramblers, Ramblers is under no obligation to send a hard copy of the material to their postal address as shown in Ramblers' register of members or Trustees, but may in its discretion choose to do so;
- (b) in all other cases, Ramblers shall send a hard copy of the material to the member's postal address (within the United Kingdom) as shown in Ramblers' register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person within the United Kingdom (if any); and
- (c) the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

38. **Secretary**

A Secretary may be appointed by the Trustees on such terms as they see fit and may be removed by them. If there is no Secretary, the Trustees may make appropriate alternative arrangements.

39. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

40. **Minutes**

40.1 The Trustees must ensure minutes are made:

40.1.1 of all appointments of officers made by the Trustees;

40.1.2 of all resolutions of Ramblers and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

40.1.3 of all proceedings at meetings of Ramblers and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of Ramblers, be sufficient evidence of the proceedings.

**41. Records and accounts**

41.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

41.1.1 annual reports;

41.1.2 annual statements of account; and

41.1.3 annual returns or confirmation statements.

41.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of Ramblers, no person is entitled to inspect any of Ramblers' accounting or other records or documents merely by virtue of being a member.

**42. Interpretation**

These Articles should be read and interpreted in accordance with Schedule 1.

**43. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are expressly excluded.

**Schedule 1 - Interpretation – Defined Terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 <b>“Address”</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving documents or information by electronic means;
1.2 <b>“Areas”</b>	the bodies established under Article 21.6;
1.3 <b>“Articles”</b>	Ramblers’ articles of association;
1.4 <b>“Clear Days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.5 <b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to Ramblers;
1.6 <b>“Connected”</b>	<p>means in respect of a Trustee:</p> <ul style="list-style-type: none"> <li>(a) the Trustee’s parent, child, sibling, grandparent or grandchild;</li> <li>(b) the spouse or civil partner of the Trustee or another person described in paragraph (a);</li> <li>(c) a person carrying on business in partnership with the Trustee, or a person described in paragraph (a) or (b);</li> <li>(d) an institution controlled by the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c); or</li> <li>(e) a body corporate in which the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c) have a substantial interest.</li> </ul> <p>Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;</p>
1.7 <b>“electronic form” and “electronic means”</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.8 <b>“Financial Expert”</b>	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;



1.9	<b>“Groups”</b>	the groups established under Article 21.11;
1.10	<b>“hard copy” and “hard copy form”</b>	have the meanings respectively given to them in the Companies Act 2006;
1.11	<b>“members in Scotland”</b>	means the members of Ramblers who reside in Scotland;
1.12	<b>“members in Wales”</b>	means the members of Ramblers who reside in Wales;
1.13	<b>“objects”</b>	mean the charitable objects (or purposes) of Ramblers;
1.14	<b>“Proxy Notice”</b>	has the meaning given in Article 32;
1.15	<b>“Public Holiday”</b>	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.16	<b>“Ramblers”</b>	The Ramblers' Association;
1.17	<b>“Ramblers Cymru”</b>	means the body established under Article 21.14;
1.18	<b>“Ramblers Scotland”</b>	means the body established under Article 21.15;
1.19	<b>“Remote Attendance”</b>	means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 25.5;
1.20	<b>“Secretary”</b>	the secretary of Ramblers (if any);
1.21	<b>“Standing Orders”</b>	The standing orders of the Ramblers from time to time made in accordance with Article 9;
1.22	<b>“Subsidiary Company”</b>	any company in which Ramblers holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
1.23	<b>“Transitional Provisions”</b>	the transitional provisions detailed in Schedule 2 which shall apply for the specific periods detailed within the provisions; and
1.24	<b>“Trustee”</b>	a director of Ramblers, and includes any person occupying the position of director, by whatever name called.

2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.

3. Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on Ramblers.
5. Any reference within the Articles to the “Association” will mean Ramblers.
6. Any reference within the Articles to “general council” will mean “general meeting”.

## **Schedule 2 – TRANSITIONAL PROVISIONS**

1. Members
  - 1.1 This Section 1 of Schedule 2, shall remain in force for one calendar year from the date on which these Articles came into effect.
  - 1.2 All members of Ramblers whose membership fees are fully paid up as at the date of these Articles coming into effect, shall be deemed to become company law members under these Articles, with their membership being subject to the terms of these Articles;
  - 1.3 All company law members of Ramblers as at the date of circulation of a notice of any general meeting to be held after these Articles come into effect, shall only be eligible to vote in person or by proxy, if their membership of the Ramblers was also fully paid up as at one calendar year prior to the date of circulation of the relevant notice.
  - 1.4 All company law members of the Ramblers as at the date of circulation of a written resolution circulated after these Articles come into effect, shall only be eligible to vote on the written resolution, if their membership of the Ramblers was also fully paid up on the date one calendar year prior to the date of circulation of the written resolution.

## **The Ramblers' Association**

### **Standing Orders**

#### **PART 1: INTRODUCTION**

##### **1. Relationship with Articles of Association**

- 1.1 The defined terms in these Standing Orders will have the same meaning as given to them in Schedule 1 of the articles of association of The Ramblers Association (the Articles).
- 1.2 These Standing Orders are created under Article [9] of the Articles. They are designed to regulate the internal processes of the Ramblers, and are binding on the Ramblers, the Trustees, and the Members.
- 1.3 No Standing Order shall be inconsistent with the Companies Acts, the Articles or any rule of law. In the event of any such inconsistency, the relevant Standing Order shall be subordinate to those provisions.

##### **2. Alterations to these Standing Orders**

- 2.1 These Standing Orders may be amended from time to time by resolution of at least 75% of the total number of Trustees either:
  - (a) voting at a meeting; or
  - (b) [according to the process in standing order [x] except that the decision must be made by at least 75% of the total number of Trustees.]
- 2.2 [Before making any substantive changes to these Standing Orders (i.e. any changes other than minor administrative ones, the Trustees shall consult with and obtain the views of members on the changes].

#### **PART 2: GOVERNANCE FRAMEWORK**

##### **3. Governance Framework – Summary**

- 3.1 Ramblers is governed by a board of Trustees (the Board) who are ultimately responsible for the management of its business, the protection of its assets and the furtherance of its objects. To do this, the Board may exercise all powers of the charity and all rights under these Standing Orders.
- 3.2 Members of Ramblers shall be the subscribers to the Memorandum of Association of Ramblers and such other persons as are admitted to the membership by the Trustees in accordance with the Articles and these Standing Orders. References to 'Members' in these Standing Orders means all members of the Ramblers. Reference to 'Voting Members' means those Members who are eligible to vote at general meetings as per Standing Order 10.2.

#### **PART 2: BOARD OF TRUSTEES**

##### **4. Appointment of Trustees**

4.1 Subject to the transitional provisions in the Articles, the Board will consist of:

- (a) A Chair;
- (b) A Treasurer;
- (c) Four Trustees elected by the Voting Members;
- (d) One Trustee elected from and by Voting Members in Scotland;
- (e) One Trustee elected from and by Voting Members in Wales; and
- (f) Up to four Trustees appointed by the Trustees.

*The Chair and the Treasurer*

4.2 In advance of the completion of the term of the sitting Chair and/or Treasurer or to fill a vacancy, following a formal process (as agreed by the Board and overseen by the Nominations and Governance Committee), to assess capabilities and requirements for the post, the Board may select a Chair and/or Treasurer to nominate to the Voting Members for appointment at the next Annual General Meeting (AGM). In the event a nominated Chair or Treasurer fails to be appointed at the relevant AGM, the Board shall commence a new formal process to nominate new individuals for appointment at the next AGM. In the interim, the Board may appoint an interim-Chair and/or interim-Treasurer in accordance with Standing Orders 4.12 and 4.13.

*Elected Trustees*

4.3 All Voting Members will be eligible to stand for election as one of four elected Trustees.

4.4 Where there is a vacancy for an elected Trustee or where one is due to arise, Ramblers shall publish on its website the opportunity for Voting Members to stand for election.

4.5 At least [30] days before the date of an AGM, all Voting Members shall be invited to vote for their preferred candidate. Voting shall close [1] day before the date of the relevant AGM with the results of the election being announced at the AGM.

*Wales Trustee*

4.6 All Voting Members who reside in Wales, will be eligible to stand for election as the elected Trustee from Wales.

4.7 Where there is a vacancy for the elected Trustee from Wales or where one is due to arise, Ramblers shall publish on its website the opportunity for Voting Members who reside in Wales to stand for election.

4.8 At least [30] days before the date of an AGM, all Voting Members who reside in Wales shall be invited to vote for their preferred candidate. Voting shall close [1] day before the date of the relevant AGM with the results of the election being announced at the AGM.

*Scotland Trustee*

- 4.9 All Voting Members who reside in Scotland, will be eligible to stand for election as the elected Trustee from Scotland.
- 4.10 Where there is a vacancy for the elected Trustee from Scotland or where one is due to arise, Ramblers shall publish on its website the opportunity for Voting Members who reside in Wales to stand for election.
- 4.11 At least [30] days before the date of an AGM, all Voting Members who reside in Wales shall be invited to vote for their preferred candidate. Voting shall close [1] day before the date of the relevant AGM with the results of the election being announced at the AGM.

*Appointed Trustees*

- 4.12 Where there is vacancy on the Board or the Board would like to fill a particular skills gap, Ramblers shall publish a description of the role.
- 4.13 Following a formal appointment process designed and managed by the Board (and overseen by the Nominations and Governance Committee), the Board may appoint up to four Trustees in accordance with the Articles.

**5. Retirement of Trustees**

- 5.1 All Trustees elected by the Voting Members shall be elected for a term of three years, with Trustees being eligible to stand for re-election and be re-elected for a further three-year term.
- 5.2 Trustees appointed by the Board shall be appointed for a term as specified by the Board at the time of appointment.
- 5.3 The maximum terms of appointment of Trustees is set out in the Articles.

**6. Trustee decision-making**

- 6.1 The Board will meet at least three times a year at the times and dates that it decides.
- 6.2 The quorum for any meeting is five Trustees.
- 6.3 A meeting of the Board may be called on not less than 14 days' notice at the request of the Chair, or in response to a written request signed by not less than [six] Trustees setting out the purpose of the meeting.
- 6.4 The Trustees or any member of a sub-committee can participate in any meeting by means of telephone or any communication equipment which allows everyone participating to hear each other. People participating in this way are deemed to be present in person at the meeting and will be entitled to vote and be counted in the quorum. A meeting held in this way will be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is situated.

**7. Majority decision without a meeting**

- 7.1 The Board may, in the circumstances outlined in this Standing Order 7, make a majority decision without holding a Board meeting.

- 7.2 A decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Board meeting duly convened and held if:
- (a) a Trustee has become aware of a matter on which the Trustees need to take a decision;
  - (b) that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
  - (c) the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - (d) a majority of the Trustees vote in favour of a particular decision on that matter (including without limitation by Electronic Means, such as by email).
- 7.3 Trustees participating in the taking of a majority decision otherwise than at a Board meeting in accordance with this section:
- (a) may be in different places, and may participate at different times; and
  - (b) may communicate with each other by any means, subject to Standing Order 7.4.
- 7.4 No decision shall be taken by the Trustees in accordance with this Standing Order 7 unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Standing Order 7 shall be the same as the quorum for Board meetings as set out in Standing Order 6.2.
- 7.5 The Chair, or such other Trustee as shall be appointed by the Trustees, shall be the chair of the process of decision-making in accordance with this section. The process shall include:
- (a) circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes (the chair of the process can determine what this date should be but, except in unusual circumstances, it should be at least 14 days after the proposed decision was circulated);
  - (b) the nomination by the chair of the process of a person to whom all Trustees' votes must be communicated (the Nominated Person);
  - (c) if a majority of the Trustees vote in favour of the decision, the Nominated Person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the Nominated Person confirming formal approval; and
- 7.6 the nominated person must prepare a minute of the decision in accordance with Article 40.
8. **Powers and Responsibilities of the Board**
- 8.1 The Board will:
- (a) exercise all the powers of Ramblers and take all actions that are not required to be carried out by the Members;

- (b) appoint sub-committees to deal with any special aspects of work of Ramblers or in respect of the work in any particular part of the United Kingdom; and
  - (c) elect members to serve on a joint committee with any other organisation or organisations in any matters coming within the objects of Ramblers.
- 8.2 The sub-committees that are appointed by the Board under Standing Order 8.1(b) must operate under the terms of reference that are agreed by the Board from time to time. The chair of each sub-committee must be a member of the Board. The Chair, vice chair (if any) and Treasurer will be entitled to participate in the meetings of all sub-committees and must be notified of their meetings. The Board may dissolve a sub-committee at any time.
- 8.3 The Board will also be responsible for:
- (a) keeping registers of Members and all other members in accordance with Article 41.1;
  - (b) producing publications (if applicable);
  - (c) representing Ramblers on related or similar organisations where desirable;
  - (d) preparing and representing any petitions to achieve the objects of Ramblers and the preparation and distribution of any policy and publicity material;
  - (e) promoting the Areas and defining the scope of their territory;
  - (f) coordinating the work of the Areas;
  - (g) allocating Members to Areas and Groups;
  - (h) keeping minutes of the proceedings of meetings of the members and the Board and its subcommittees.

### **PART 3: MEMBERS**

#### **9. Membership Subscriptions**

- 9.1 The subscriptions of all Members of Ramblers (and the due dates and methods of payment) will be determined by the Board.
- 9.2 All doubts and disputes concerning the status of individuals or organisations subscribing or wishing to subscribe as members of Ramblers will be referred to the Board whose decision will be final.
- 9.3 The first subscription or first subscription instalment (if applicable) will become due when the member joins Ramblers.
- 9.4 Members may pay their subscriptions by direct debit.
- 9.5 The Board may offer discounted membership rates in order to promote membership of Ramblers.

#### **10. Admission of Members and Membership Rights**

10.1 On receipt of the first subscription payment, a member shall be [deemed to be] added to the Ramblers' register of members and considered a Non-Voting Member.

10.2 Once a member has held membership of the Ramblers for 12 consecutive months and all subscriptions payable by them to Ramblers have been paid up, they shall be considered in Ramblers' register of members as a Voting Member.

10.3 All Trustees (from time to time) shall be Voting Members for the term of their appointment as a Trustee.

**11. Suspension and/or Ending of Membership**

11.1 Any Member may have their membership privileges suspended or may be removed from the membership in accordance the published policy and process.

**12. Member Decision-Making**

12.1 General meetings shall be held in accordance with the Articles and the Companies Acts.

*Threshold required to demand a general meeting*

12.2 The Trustees are required to call a general meeting once Ramblers' has received requests to do so from members who represent at least [x] Voting Members.

*Form and content of members' request*

12.3 The members' request:

- (a) Must state the general nature of the business to be dealt with at the meeting (section 303(4)(a), CA 2006);
- (b) May include the text of a resolution intended to be moved at the meeting (section 303(4)(b), CA 2006). A resolution may be properly moved at a meeting unless it would if passed be ineffective, defamatory or it is frivolous or vexatious (section 303(5), CA 2006);
- (c) May be made in hard copy or electronic form (section 303(6)(a), CA 2006); and
- (d) Must be authenticated by the person(s) making it (section 303(6)(b), CA 2006).

12.4 Only matters covered by the requisition may be discussed at the meeting.

*When the general meeting must be called and held*

12.5 The Trustees must:

- (a) Call a general meeting by sending out a notice of the meeting within 21 days of receiving a valid request under section 303 of the CA 2006 (section 304(1)(a), CA 2006). The meeting must be convened in the same manner as that in which meetings are usually convened by the directors (section 305(4), CA 2006); and
- (b) Provide for the general meeting to be held on a date not more than 28 days after the date of the notice of meeting (section 304(1)(b), CA 2006).



- 12.6 Where the members' request for a general meeting identifies a resolution intended to be moved at the meeting, the notice of meeting must include notice of this resolution (section 304(2), CA 2006).
- 12.7 If the resolution is to be proposed as a special resolution, the Trustees are treated as not having duly called a meeting if they do not give the required notice of the resolution in accordance with section 283 of the CA 2006 (section 304(4), CA 2006).

*Members may call a meeting where the Trustees fail to do so*

- 12.8 The members who requisitioned the meeting (or any of them representing more than half of the total voting rights of the requisitionists) may themselves call the meeting where the Trustees are required to call a meeting but fail to do so (or the Trustees call a meeting to consider part only of the specified matters) within the requisite time period set out in this Standing Order 12.
- 12.9 This meeting must be called for a date not more than three months after the date on which the Trustees became subject to the requirement to call a meeting (being the date Ramblers received a valid request to call a meeting) (section 305(3), CA 2006). It must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by the Trustees (section 305(4), CA 2006). This includes sending a notice of meeting in the same way and to the same persons as if the meeting had been convened by the Trustees.
- 12.10 Where the members' meeting request identified a resolution intended to be moved at the meeting, the notice of meeting must include notice of this resolution (section 305(2), CA 2006). The business to be dealt with at the meeting convened by the members includes, but is not confined to, the resolution of which notice has been given in accordance this Standing order 12.

*Expenses of calling a meeting*

- 12.11 Where the Trustees fail to convene a meeting pursuant to a members' requisition and the members themselves convene a meeting in accordance with these Standing Orders, the members are entitled to be reimbursed by Ramblers in respect of their reasonable expenses incurred as a result of the failure of the Trustees to comply with their duty to call a meeting. Reasonable expenses may include, but are not limited to, printing and postage costs for circulating the notice of meeting.

**PART 4: AREAS AND GROUPS**

**13. Area and Group Membership**

- 13.1 As specified in Standing Order 8.3, the Board shall allocate new members with reference to the territories defined for Areas and Groups. However, members may request to transfer their area or group membership (as applicable) to any Area or Group of their choice.
- 13.2 The allocation by the Board may be made on the basis of postcode boundaries provided that:
- (a) The Board seeks to minimise any discrepancy between the boundary of an Area/group as defined in its Constitution and by postcodes; and
  - (b) Areas and Groups are consulted about the definition of these postcode boundaries.

**14. Model Constitutions**

- 14.1 The model constitutions for Areas and Groups shall be as published by the Board from time to time.
- 14.2 All of the provisions that regulate Areas and Groups are contained in the Articles, these Standing Orders and the constitutions for an Area or Group. Each member of an Area or a Group agrees to comply with these provisions.
- 14.3 Each governing body of an Area or Group must promptly inform Ramblers of the names of all the people elected, appointed, nominated or co-opted to it and the dates of their resignations or retirements.
- 14.4 A person will cease to be a member of an Area or Group upon ceasing to be a Member of Ramblers.
- 14.5 Areas and Groups are not permitted to seek publicity on national issues unless it conforms with the policy of Ramblers on particular matters or, in the absence of such policy, the prior consent of the Trustees has been obtained.

**15. Funding of Areas and Groups**

- 15.1 All monies raised by and on behalf of an Area or Group including funding received from Ramblers under the provisions of the Articles or these Standing Orders shall be applied in furtherance of Ramblers' charitable objects.
- 15.2 Each Area and Group may raise its own funds in accordance with the policies of Ramblers and may also submit a request for funding to the Board (Funding Request).
- 15.3 A Funding Request must include an annual budget, and must be in accordance with the timetable, procedure and format that has been set by the Board.
- 15.4 The Board will consider the budget and any Funding Request and may vary the amount of funding from that which has been requested.
- 15.5 If a Funding Request has been approved by the Board, Ramblers will pay instalments of the agreed funding as soon as practicable after the end of each quarter of Ramblers' financial year.
- 15.6 The Board may consider paying a further grant to any Area or Group during the course of Ramblers' financial year if the Area's or Group's circumstances change and a revised budget is submitted by the relevant Area or Group and agreed by the Board.
- 15.7 When a new Area or Group is formed, or when there is an adjustment of boundaries between Areas, the Board will, after consultation with the Groups and/or Areas concerned, decide upon the amount of money to be transferred between relevant Groups and/or Areas. The amount to be transferred will normally be a share of a Group or Area's accumulated funds proportionate to the number of members transferred from a Group or Area.

**16. Area and Group Filings and Compliance**

- 16.1 All bank accounts of Areas and Groups must be held with the principal bankers of Ramblers as notified to Areas and Groups from time to time by the Board.
- 16.2 All accounts in the name of the Area shall be opened at such bank as the Board shall approve (Bank). All monies received shall be paid into the Bank and all payments, other than petty cash payments, shall be made by cheque or appropriate form of electronic transmission subject to appropriate controls. Cheques shall be signed by the Finance Officer and/or other officers as decided by the Area or Group. To enable petty cash expenses to be paid, an advance shall be made to the Finance Officer when necessary.
- 16.3 Each Area and Group must make its financial records available for inspection by the Treasurer of Ramblers or their authorised representative on request.
- 16.4 Each Area and Group shall appoint an individual (Finance Officer) to keep proper financial records and to provide the Board with copies of the following by 31 March in each year:
- (a) the annual report;
  - (b) the income and expenditure accounts for the preceding financial year;
  - (c) a balance sheet showing the assets and liabilities at the end of the financial year; and
  - (d) a copy of the report of the independent examiner (if applicable).
- 16.5 Each governing body of an Area or Group must promptly comply with any requests from the Board to enable Ramblers to comply with its responsibilities under the Data Protection Act 2018 or any other relevant laws and regulations.
17. **Dissolution or Suspension of an Area or a Group**
- 17.1 The Trustees may decide to dissolve or suspend an Area or a Group by a resolution passed by at least [two-thirds] of those present and voting at a properly convened meeting of the Trustees if:
- (a) The Area or Group breaches any provisions of the Articles, these Standing Orders, or its Constitution and fails to remedy the breach (if capable of remedy) within 60 days of a written request from the Board addressed to the honorary officers of that Area or Group; or
  - (b) The Trustees believe that the Area or Group is not acting in the [lawful / best] interests of Ramblers.
- 17.2 The exercising of this power under Standing Order 17 is on the basis that:
- (a) the officers of the Area or Group are given at least 14 days' notice in writing of the Board meeting at which the dissolution or suspension is to be proposed along with the reasons for the dissolution or suspension; and
  - (b) one officer of the Area or Group is entitled to attend the meeting and make oral representations on behalf of the Area or Group before the decision is voted upon; and

- (c) the Board will also consider any written representations from the Area or Group (which must be received by the Board by the date specified in the notice sent to the officers of the Area or Group) before the decision is voted upon.
- 17.3 Provided that the above procedure is followed, the dissolution or suspension of the Area or Group will immediately come into effect on the date provided by Board in the written notice of its decision given to the honorary officers of the Area or Group.
- 17.4 Upon dissolution, the Area or Group must stop all of the activities that are carried out on behalf of Ramblers. On suspension, the Board may impose any conditions it wishes.
- 18. **Dismissal or Suspension of a member of a Governing Body of an Area or Group**
- 18.1 The Trustees may decide to dismiss or suspend a member of an Area's or a Group's governing body or a sub-committee of that governing body, by at least two-thirds of those present and voting at a properly convened meeting of the Trustees if:
  - (a) the Board believes the individual is not acting in the [lawful / best] interests of Ramblers; or
  - (b) as a result of the member's actions or errors, the group breaches, or the individual breaches, any provisions of the Articles, these Standing Orders or the Constitution of the relevant Area or Group and the individual fails to remedy the breach (if capable of remedy) within 30 days of receiving a written request from the Board.
- 18.2 The exercising of its power under Standing Order 18 is on the basis that:
  - (a) The relevant member is given at least 14 days' notice in writing of the meeting of the Board at which the dismissal or suspension is to be proposed along with reasons for the dismissal or suspension; and
  - (b) the member is entitled to make written representations (which must be received by the date specified in the notice of the meeting sent to them) and oral representations in person to the Board before the decision is voted upon.
- 18.3 Provided that the above procedure is followed, the dismissal or suspension of the member from the governing body of that Area or Group or one of its sub-committees, will immediately come into effect on the date provided by the Board in the written notice given to the member of its decision. On suspension, the Board may impose any conditions it wishes.

## **PART 5: NATIONS**

- 19. **Members of Ramblers Cymru and Ramblers Scotland**
- 19.1 All members of Ramblers who reside in Wales shall automatically be a part of Ramblers Cymru. All members of Ramblers who reside in Scotland shall automatically be a part of Ramblers Scotland.
- 20. **Advisory Forum**
- 20.1 Each of Ramblers Cymru and Ramblers Scotland shall have an Advisory Forum to advise members and staff on the delivery of Ramblers' charitable objects in their respective nations.

20.2 Model guiding principles for the Advisory Forums will be set by the Board from time to time.

**PART 6: GATHERINGS**

21. Gatherings

21.1 Ramblers intends to hold six annual gatherings (four in England, one in Wales and one in Scotland) for Members and volunteers and which will also be attended by trustees and key staff, to enable discussion and debate on key issues, and to foster engagement with the Board.

21.2 A gathering is likely to include:

- (a) A discussion of topics proposed by Areas and Groups and by the Board;
- (b) Workshops for knowledge sharing between members of Areas and Groups; and
- (c) Opportunities for socialising and informal conversations, including walks.