



NOTICE OF ANNUAL GENERAL MEETING

Date: Saturday 25 April 2026, 10.30am – 4pm

At: Concourse Suite, NEC Birmingham, Marston Green, Birmingham B40 1NT

The Annual General Meeting (AGM) of the General Council of the Ramblers will take place on Saturday 25 April 2026 at the NEC Birmingham from 10.30pm to 4pm.

The agenda is appended as part of this notice, along with the AGM papers which are also included with this notice. The AGM papers are also available to download from our General Council webpage at www.ramblers.org.uk/about-us/general-council

All Council members have the right to appoint a proxy to attend the meeting and vote on their behalf. Proxy forms may be completed and submitted by email or by post to the registered office using the enclosed form. The deadline for the delivery of proxy forms is 5pm on Wednesday 22 April 2026.

Agenda

Venue opens. Tea / coffee on arrival		From 9.45am
AGM part 1		10.30am – 1pm
1	Welcome and introduction	
2	Election of Trustees: candidates and voting process	Pages 2 – 23
3	2025 AGM minutes	Pages 24 - 33
4	Presentation of the Annual Report and Accounts	
5	Special Resolution: Adoption of new Articles and Standing Orders (Governance Review)	Pages 34 -100
Lunch	Election of trustees: voting during lunch break	1pm – 2pm
AGM part 2		2pm – 4pm
6	Appointment of President and Vice Presidents	Pages 101 - 102
7	Appointment of Auditor	Page 103
8	Election of Motions Review Committee	Pages 104 - 105
9	Open Motions: report on actions	Pages 106 – 112
10	2026 Motions	Pages 113 – 115
11	Closing remarks and election results	



ELECTION OF TRUSTEES

Vacancies

The Ramblers is governed by a Board of Trustees, which comprises a Chair and Honorary Treasurer (elected by General Council for three-year terms); nine ordinary members (elected by General Council for three year-terms; an appointee of Ramblers Cymru and an appointee of Ramblers Scotland; and up to two members co-opted by the Board itself (up to three consecutive one-year terms, reappointed annually).

This year there are three ordinary member vacancies on the Board of Trustees, each to serve a 3-year term beginning on 25 April 2026.

Three trustees – Gavin Baker, Mark Chung and Rowan Williams – will retire from the Board. Profiles for all trustees are available at <https://www.ramblers.org.uk/about-us/our-trustees>

There are eleven candidates (shown in alphabetical order) and a ballot will be held at the AGM on 25 April. Each Council member will be asked to vote for up to three candidates. The three candidates with the most votes will be elected.

- Soraya Bowen
- Robert Craig
- Heather Heathfield Porter
- Matt Mallinder
- Linden Muirhead
- Florence Orban
- Frances Quirk
- Yvonne Reddick
- David Rogers
- Phoebe Taplin
- Andy Wright

The call for nominations

The Ramblers is committed to developing and maintaining a Board that reflects the breadth of its membership and reach across Great Britain. We are committed to ensuring our Board includes the range of skills, experience and lived perspectives needed to make sound strategic decisions and provide effective oversight of our work.

To complement the current skills and improve the diversity of the Board, the trustees said that it would particularly welcome nominations from individuals who can bring strategic-level insight and perspective in one or more of the following areas.

- Marketing, branding and communications: Experience of contributing to strategic thinking about organisational communications, reputation, brand or stakeholder engagement, including

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how an organisation communicates its purpose and impact.

- **Campaigning and advocacy:** Experience or insight relating to campaigning, influencing or advocacy activity, with an interest in how charities pursue change responsibly, lawfully and in line with their charitable aims.
- **Equity, diversity and inclusion (EDI):** Experience, insight or lived perspective that supports inclusive decision-making and contributes to board-level discussions about equity, diversity and inclusion and how the charity reflects and serves different communities.
- **Fundraising and income generation:** Experience of, or interest in, fundraising or income generation (for example grants, partnerships, community fundraising or commercial activity), and an understanding of the importance of financial sustainability for charities.

Written statements

Candidate statements are presented as submitted and are not edited.

Video statements

As well as written election statements, all candidates were given the additional opportunity to record a short video.

To view the video election statements please visit the Ramblers General Council webpage:
www.ramblers.org.uk/about-us/general-council.

SORAYA BOWEN

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I would bring a combination of professional expertise, strategic insight and lived experience to support the Board's decision making.

Fundraising and income generation: With over eight years' experience as a Regional Fundraiser, I have developed strong skills in grant and bid writing, community fundraising, prospect research and cultivating long term corporate partnerships. I also regularly use innovation methods such as design thinking and facilitation tools like Mural to generate new ideas, test solutions and improve donor engagement. These skills would support the Board in shaping sustainable income strategies, identifying new opportunities, and ensuring financial decisions are informed by evidence of what motivates supporters and partners.

Equity, Diversity and Inclusion (EDI): I bring both professional and lived experience of EDI. I have worked for more than a decade on public health and community development programmes across some of London's most diverse and economically deprived areas, designing and delivering interventions that improve health outcomes and empower communities. This has given me a deep understanding of the social and environmental barriers that prevent some groups from engaging in physical activity, and the solutions that genuinely make a difference.

In 2022, I also took part in an 11 month reverse mentoring programme with the Chief Marketing Officer at Alzheimer's Society, giving me further insight into inclusive leadership and organisational culture. Combined with my experience at Living Streets, I can contribute meaningfully to Board level discussions about EDI, ensuring the Ramblers' strategy reflects and serves diverse communities and removes barriers to participation.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I bring both professional expertise and lived experience that shape a deep understanding of walking and the walking environment. Professionally, I have over a decade of experience working in public health and community development across diverse communities. This has given me a strong insight into the complex social, cultural, and environmental barriers that prevent people from being active, and the practical solutions needed to overcome them. As a Project Coordinator at Living Streets, I developed a comprehensive understanding of what makes walking environments safe, accessible, and inviting. My work included conducting Community Street Audits and school route audits to identify barriers such as poor infrastructure, safety concerns, or lack of accessibility. I worked closely with local communities and authorities to address these issues and create environments that encourage walking. I also contributed to behaviour change campaigns and advocacy, influencing decision makers to prioritise pedestrians and support healthier, more active communities.

Alongside my professional background, my personal walking journey provides valuable insight into the emotional and social benefits of walking. Through Ramblers, I have not only enjoyed the outdoors but also built a stronger connection with my local area and developed confidence to explore new outdoor activities such as foraging. More recently, I co lead a women's only walking group, organising monthly local walks across Hertfordshire and Bedfordshire.

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Together, these experiences equip me with practical insight, community perspective, and a commitment to making walking accessible for everyone.

Why are you interested in becoming a trustee of the Ramblers?

I am applying to become a trustee of the Ramblers because the organisation has played a transformative role in my life. I have been a member for over seven years, and without my local Ramblers group, I would not be the walker I am today – from completing multi day challenges like the Kmoot multiday hiking rally in the Peak District to summiting Ben Nevis twice in January.

As the youngest member of the Luton & Icknield group, I have always valued the intergenerational conversations and learning that come from walking with people whose experiences differ from my own. Over the years, this has also given me a unique perspective: I have seen first hand the gaps between the Ramblers and the next generation of walkers, as well as the barriers that continue to limit diversity and inclusion across the movement.

Professionally, I bring over a decade of experience in community development across some of London's most diverse and deprived areas, where I have created and delivered programmes that empower local people and reduce inequality. My time at Living Streets strengthened my understanding of active travel and campaigning, and my eight years in fundraising have equipped me with strategic, financial, and governance aware thinking.

I now feel I have the right blend of lived experience, professional skills, and passion to give back. I want to support the Ramblers on their next chapter – expanding participation, strengthening impact, and ensuring the organisation remains relevant, inclusive, and inspiring for generations to come.

ROBERT CRAIG

Thinking about your professional or learned skills, how would you use these to support the Board’s strategic decision making?

As the Group HR Director for a global FTSE engineering company, I work with our board on the strategic direction, risk management, and programme prioritisation. I chair our global people council, leading our D,E&I, Engagement, Culture, Learning, Performance, and Talent activities across our international group.

I can therefore directly support the trustee working groups of

- E,D&I
- Communications and Engagement

I am most passionate about how organisations can ensure its culture creates the right experience for its customers (members and the public) and for its employees (volunteers). Equally, how organisations engage the people it serves with through considering individuals’ needs, backgrounds, and experiences. Being inclusive is creating equitable access and delivering what people need, not just what others think they need. Listening, understanding, and creating solutions which work for multiple stakeholders ensures we get the best outcomes for all. An inclusive culture creates purpose, leading to belonging which drives people to do amazing things.

I act as company liaison with the government on workforce initiatives, through Skills England, the DWP, and DfE. I have learned over the years how our government approaches both social need and the ever-burdened public finances. As a long-time volunteer for the Scouting Organisation and as board support of a local community interest society, I have an appreciation for the challenges that volunteer-led organisations have with serving their communities through their core purpose balanced with limited resources and commercial constraints. Both of these experiences are aligned to the needs of the Ramblers Board.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I bring both personal passion and practical leadership experience in walking and the wider environment. I have been involved with the Scouting movement for nearly 45 years, volunteering in leadership roles in the UK, Switzerland and the United States. Throughout this time I have championed the outdoors, using walking and hiking as powerful ways to help people develop confidence, resilience and a lasting respect for the natural environment.

As a walk leader and trekking guide, I have seen first-hand how facilitated experiences in nature can be transformative. Walking creates opportunities not only for physical activity, but also for reflection, connection with others and a deeper appreciation of local environments. These experiences have shaped my understanding of the social, wellbeing and environmental value of accessible walking opportunities.

Walking and trail running remain an important part of my own life. Whether in urban settings, or the countryside, I value the sense of everyday adventure that walking provides and the way it connects people with their surroundings.

More recently, I qualified as an executive coach and have incorporated “walk and talk” approaches into my practice. Walking alongside conversation can unlock new thinking, improve wellbeing and

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encourage mindfulness. This perspective reinforces my belief that walking should be seen not only as recreation, but also as a simple, inclusive approach for improving mental health, creativity and connection.

Together, this gives me a strong appreciation of the personal, social and environmental value of walking, and of the importance of enabling more people to experience those benefits.

Why are you interested in becoming a trustee of the Ramblers?

Following my application last year, I continue to be excited by the opportunity to become a trustee because the organisation's purpose strongly aligns with both my personal passions and my professional experience. Walking has always been central to my life, and I deeply value its ability to improve wellbeing, connect people with nature and create a stronger sense of place and community.

Through my professional work with boards and leadership teams, I have developed a strong appreciation for the role that trustees play in providing thoughtful challenge, guidance and support. Effective boards bring not only expertise but also curiosity and independence of thought. A fresh perspective can help organisations reframe challenges, unlock new opportunities and support leadership teams in achieving meaningful impact. I would welcome the opportunity to contribute in that way to an organisation with such a clear social purpose.

The mission of The Ramblers – to make walking accessible and enjoyable for everyone – resonates strongly with me. Walking is one of the most inclusive forms of physical activity: it is accessible, low-cost and capable of delivering significant social, mental and physical benefits. I am particularly motivated by the opportunity to help ensure that more people across the UK feel that walking, the outdoors and our shared landscapes are truly “for them”.

With my background in outdoor leadership, experience working with boards and leadership teams, and a strong belief in the benefits of walking for individuals and communities, I believe I could contribute positively to the work of the board.

HEATHER HEATHFIELD PORTER

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I have extensive senior management and leadership experience gained in a variety of domains including the charity sector. My previous roles include Director in a healthcare consulting company, UK Director of Innovation and Impact for the British Red Cross, Chief Officer of a mental health charity and Chief Executive Officer of a refugee support charity. I also have previous trustee experience from my roles at the Blackfriars and Mary ward Settlement, the King's College Hospital Charity, Samaritans and currently the Big Fandango (a suicide prevention Community Interest Company).

I would bring a variety of skills and experience to the board. I have more than 20 years' experience of working closely with colleagues to develop shared vision and strategy and use this to deliver operational change and growth. In terms of the specific skills you are looking for, I have a strong track record in income generation through identifying funders, writing grant applications, partnership working and creating social enterprises. I also have experience in Equity, Diversity and Inclusion (EDI) through advocacy at the British Red Cross and leadership of the Samaritans EDI group. In addition, I have expertise in evaluation and demonstration of impact and am keen to develop key performance indicators and metrics to evidence success of organisational goals.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I have been a keen walker for many years. My initial experiences were mainly in high altitude trekking including the Himalayas, Everest Base Camp, Elbrus and Aconcagua. I am now more focussed on walking in the UK. I joined the Ramblers over a year ago and enjoy the wonderful walks we do but also the lovely comradeship and company of my fellow walkers. For me, and many others I know, walking is crucial to not only my physical health but also my mental health and wellbeing.

In terms of insight and understanding about the walking environment, I appreciate how daunting getting started can be for many people. I myself did not start walking until my mid 30s and only with the help and encouragement of a friend. I know from my time as CEO of a refugee support charity that people from different cultures face different barriers to walking but with the right support can be empowered to enjoy the physical and mental health benefits of walking. I am keen to use my understanding of these barriers and how to overcome them to facilitate access by different groups and improve the diversity of those who walk with the Ramblers.

Why are you interested in becoming a trustee of the Ramblers?

I am interested in becoming a trustee of the Ramblers for several reasons. Firstly, I am passionate about walking and the physical and mental health benefits it offers. Secondly, I feel I have a lot of relevant skills and expertise to offer, including strategy, fundraising and impact demonstration. Thirdly, I am keen to see more diversity in our walkers, extending the benefits of walking to wider cultural groups, and can bring insight and experience in doing this. Fourthly, I can act as a link to the people I walk with every week, representing their requirements and views at board level. Finally, I enjoy a challenge, working with others and being part of a team.

MATT MALLINDER

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

As a charity director for over 25 years, I would bring a wealth of experience to help inform the delivery of the Ramblers strategy, bringing current real-world understanding to provide oversight to the work delivered by the staff team.

I'm currently Director of Fundraising for a children's charity, previously Deputy CEO of the London Cycling Campaign, and for ten years Director of Influence at Cycling UK – the mirror of the Ramblers, but for cycling, leading the campaigning and communications teams.

In my campaigning work we secured a record government commitment of £2bn for walking and cycling; we held councils to account through legal challenges, and our lobbying spurred changes in the highway code to protect pedestrians and cyclists.

I've brought together award-winning public engaging innovative campaigns with #Too close for comfort, Love London - Go Dutch and empowered cyclists (and motorists) through the Fill That Hole pothole reporting website.

In income generation I secured tens of £millions in European, corporate sponsorship, statutory grants funding for programmes to encourage more people to walk and cycle.

In communications and marketing, created new popular cycling routes such as King Alfred's Way and the West Kernow Way boosting participation and tourism. I have re-branded two organisations and led awareness campaigns recently gaining Guinness World Records for the longest Men's and Women's of Rugby.

I would bring to the Ramblers a balance of how to win the hearts of minds of the public, funders, alongside a firm, yet professional 'check and challenge' to UK Governments.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

Walking is a daily activity with three dogs eager for escape and freedom to scamper. I share their enthusiasm as my walks at the National Trust's Ludshott common surrounded by heather and the sound of chiff chaffs chatting to each other is both restorative and nourishing.

Whether on foot or by bike, forays into the countryside, walkable cities or following towpaths have been a constant. Long-distance trips on the Camino de Santiago, Coast to Coast are mixed with memories of criss-crossing streams in the Peak District with my father.

From my work at Cycling UK in partnership with the Ramblers, I appreciate the challenge to win rights of way from local authorities or maintain access rights from landowners. I want to assist even more people especially from more urban environments, and more diverse social backgrounds to have access to green spaces, to be able to choose to walk in safe and welcoming environment.

On the few group walks I've attended I've witnessed the real camaraderie and social connections being made. I've been wowed by the generosity of time and enthusiasm of leaders to share routes and narrative.

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I also recognise that the unseen work of volunteers across the country to clear trails are campaign for walking access in new developments lazily designed for access in cars. I'll be rolling my sleeves up joining some work parties clearing paths and building gates, something that I used to enjoying doing with the National trust in my youth.

Why are you interested in becoming a trustee of the Ramblers?

I have been a Ramblers member largely to support the campaigning for green spaces and rights of way. I applaud the new strategy and can see echoes of the work that I have previous roles in driving more diverse participation and a desire to growth membership.

Alongside wanting more people and future generations to be able to experience the great outdoors and walkable cities, having been on the other side of the board table receiving wisdom, guidance and challenge from many a trustee through my career, I feel that I want to give back and provide similar oversight and a can-do attitude to the exec team delivering the strategy.

At Board level I've created five-year strategies and I was council member for the Canal & River Trust, Surrey CPRE, and the Walking and Cycling Alliance lobbying government to make walking and cycling the natural choice for short journeys, creating healthier, safer, and more, vibrant communities.

I appreciate the tremendous work already being done by the staff team and volunteers and I do appreciate the line between governance and delivery, but and if my experience can be of use in providing advice, understanding of the challenges, then I'd love your vote to be a Trustee of the Ramblers.

LINDEN MUIRHEAD

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

Having recently retired from a career which has been primarily focussed in the charity sector, I believe I can add value to the Board of Trustees of The Ramblers through my broad experience. I have held senior executive roles which involved strategic oversight of areas such as information, engagement, digital services and the provision of learning across membership bodies, health and financial education focussed charities. Please see my LinkedIn profile for further information about my experience.

With reference to the information within the Trustee Recruitment Pack, I have experience across all areas required:

- Marketing, branding and communications – as a digital leader and through engagement activities, especially for membership bodies
- Campaigning and advocacy – influencing policy makers in a health context and campaigning for services within the NHS
- Equity, diversity and inclusion – supporting people with a health condition that is indiscriminate and providing online educational materials for an international audience
- Fundraising and income generation – leading grant-funded projects, securing additional funding and diversifying income strategies.

I have led a Big Lottery Funded grant of £2.1m, managed annual departmental budgets iro £750,000, and in my last role was responsible for oversight of an outsourced finance team. I hold a Post-graduate Diploma in Voluntary Sector Management, which included a module on Charity Accounting. I therefore have a sound understanding of financial matters, and through working alongside Boards, am aware of the responsibilities to ensure effective financial oversight of the charity.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

With Thetford Forest on my doorstep, and only a short trip to the beautiful Norfolk coast, I truly benefit from the past achievements of the Ramblers. Yet the group I walk with, and others around, do not seem to attract a diverse walker – despite living in a multicultural environment; Thetford has a high proportion of Portuguese and Eastern European residents.

Some of the challenges with walking in Thetford Forest, and I'm sure other rural areas across the UK, relate to access – both in terms of knowledge about countryside paths (and lack of waymarkers), and any physical barriers to using them. Elsewhere in less rural areas, there are concerns about walking alone from a safety perspective. Having travelled across the UK for work, I have experienced this first hand and believe the Ramblers has a role to play in enabling people to enjoy their environment in safety.

I have also recently broken my leg, so am re- building my ability to walk any distance – and have started engaging with the wellbeing walks. Many people cannot complete long walks, either from a health perspective or because of time, so shorter, more accessible walks enable wider participation.

Through my roles in health charities and through international and online education I have experience of supporting people from diverse backgrounds. Some of that work also related to influencing national policy decisions, especially within the NHS and for access to drugs, all of which create transferable learnings to the Ramblers' context.

Why are you interested in becoming a trustee of the Ramblers?

I'm passionate about enabling everyone to enjoy Britain's amazing countryside and encouraging people to get out and walk.

Having worked for charities across my career, I am keen to stay involved in a sector which adds considerable value to the economic and social wellbeing of our country. I believe my broad experience and open outlook can add value to the Board through being a critical friend, challenging and encouraging the executive team in equal measure.

I am interested in the proposed governance changes which will enable members, supporters and volunteers greater input into the direction of the charity. With a background in membership, customer service and project management, I see feedback and user engagement as crucial. I am attracted to an organisation that positions itself as modern, forward-thinking and that listens to its audience.

My own experience of working with Boards has been positive, and I strongly believe that an effective Board is made up of people with different perspectives and with different backgrounds and skills. Given the Ramblers' recent governance review and skills audit, it seems that our goals in this regard are aligned.

The values of the Ramblers resonate with me. As a leader, I recognise that no two people are alike, and that empowering them to take action their way brings the greatest achievements and creates an inclusive environment. My personal values are in collaboration, inclusion and behaving with integrity; I therefore believe I have much to contribute to the Ramblers through being a member of the Board.

FLORENCE ORBAN

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

Volunteering is a vocation, and I have been an active volunteer since my youth, in sport, early years settings, as a blind person guide, Covid vaccinator and more recently with Ramblers. I have successfully worked in the commercial and not-for profit sectors, led the creation of start-ups, steered businesses to break into new areas and achieve sustainable growth.

I also have substantial experience as a trustee in large and small charities: Education & Training Foundation, London Sport, Wayfindr and Interactive and am well aware of both the associated duties, responsibilities and the dynamics that guide the relationship between Trustees and the Executive Team. Working with fellow trustees and the executive team, we developed and oversaw the implementation of successful and innovative strategies, brought clarity to our positioning in a sector, reformed our governance when needed. I have been committee chair and an active participant in board activities, ambassadorial roles and in engaging with the work of these organisations.

Having led major digital transformation, corporate fundraising and marketing & communications teams. and with my experience in the governance of different organisations, I can demonstrate substantial strategic and management expertise to contribute to Ramblers' governance to achieve its charitable purpose, its 2024 Strategy goals, to develop sound business models and deliver financial sustainability and diversification.

With my experience in marketing, communications and digital transformation and in supporting disenfranchised people, I would be keen to assist the board in its strategy to reach out to more people, to more diversified communities.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I have always been an active walker, in my youth in France and throughout my life, with my family. We recently moved to South Buckinghamshire to enjoy the outdoors and hiking in the Chilterns during our retirement. The benefits of walking for physical and mental health are well known but not always understood or appreciated and Ramblers has a key role to play in promoting these.

As a member and a volunteer in a successful group and at area level, I can bring a perspective from the base, of the challenges we face in recruiting members and volunteers, broadening our base and building a more diversified walking community and have a wider impact. I also have a first hand understanding of the wide range of reasons why people join Ramblers – or not –and how we must work to balance these.

There is a lack of appreciation by many walkers of the work Ramblers do to protect our paths and the rights of way, a key differentiator from other walking organisations, and what it entails at both national and local level. However, this is often underplayed locally and we should consider how we could support walking groups and partners better in promoting this in different ways.

The planned reform of the current structure for Areas should also be an opportunity to look into how groups can share better their challenges and successes, their materials, to support volunteers and avoid unnecessary duplication of effort, with assistance from head office.

Why are you interested in becoming a trustee of the Ramblers?

With experience on how to recruit, engage, motivate volunteers at the Royall Society for Blind Children, London Sport and St John Ambulance, I believe that I could support the board in their volunteer strategy. Ramblers is highly reliant on the engagement of volunteers, as walk leaders, path checkers, committee members and I would hope to contribute through my professional and volunteer experience, with specific insights as a Ramblers local and area volunteer.

Many organisations face significant challenges at present, due to the economic conditions we face, the pressure on our health services and changes in our working environments. These have had a drastic effect especially on the most disenfranchised in our society. The role and opportunities that Ramblers can offer to many of these people is unique and so necessary. I am well aware of the challenges and perceptions that these people face, of the confidence needed to overcome these and I am particularly interested in how we can provide better access to all through the access strategy.

I am interested in working with the board to bring the voice of the membership together with my skills and experience in fundraising and digital innovation. I would like to help ensure that the organisation is well positioned to meet the challenges it will face and that it also continues to raise its game as a sector leader. I would welcome an opportunity to contribute through my skills and passion to support the work of Ramblers to deliver its vision.

FRANCES QUIRK

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I have recently retired (September 2025) from a 40-year career in health and medical research, research and innovation development and research management. I have held significant senior leadership roles in the private sector (Pharmaceutical Research and Development) and Universities and Health Systems both in the UK and Australia with training, expertise and experience in governance, integrity, risk management, funding, budgeting, strategy, communication and policy development.

I have been a founding Director of a Healthcare Research Institute, held Ministerially appointed roles and taken the lead on partnership development across sectors in all the positions I have held. My position has always been one of supporting people and supporting growth to enable success, I consider the communication and promotion of success to be a necessary and desirable platform for sharing positive outcomes and promoting individual stories.

I have developed implementable and successful 3–5 year strategic plans for the last three Director/Associate Director roles that I have held (two in Health Boards and one in a University) all of which have led to increased recognition, increased outputs, increased income generation and increased funding success whilst promoting staff wellbeing and supporting progression. For example, as Director of Research at an Australian Health Board (Barwon Health) over the 5-year period of my appointment, institutional funding success increased from £2.2m in 2013 to £15.8m in 2018.

I have an 'outside the box', boundary spanning approach to solving problems and developing solutions with experience in leading multidisciplinary innovation teams which often leads to rich engagement and sometimes unexpected benefits.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I was introduced to walking by my father, whose approach to walking was always about engaging with the surroundings you were in, looking out for and appreciating the wildlife, big and small, the plants and trees, the local history and the wider landscape. Every walk was an education.

He was the Chair of the Paths and Bridleways Committee for our local Parish Council and we were often part of the teams that walked the paths to check viability and safe passage and to help with clearing if necessary.

The interest and desire to be outside and walking and exploring the environment has never left me whether with a dog, with friends or with a community like the Ramblers.

I joined the Mid Argyll and Kintyre Ramblers when I first moved to Argyll in 2023, one of my neighbours was already a member and encouraged me to come along. Our group has been instrumental in my beginning to explore the region, understand the rules and regulations for the environment that are relevant here and becoming a member of a community, many of whom are now my closest friends here. I completed my Walk Leader training this year.

Membership of the Ramblers has been the primary vehicle of my developing love for Argyll as a region, my initial introduction to people with shared interests, increased my knowledge of the local and

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regional history and has led to involvement in other agencies whose aim is to protect and improve our environment for everyone to access responsibly.

Why are you interested in becoming a trustee of the Ramblers?

I am fortunate to live in Scotland, where responsible access to the environment is supported in legislation, I believe that with safe, supported engagement with our environment anyone can develop and deepen a connection with the living world, in all its forms.

Such connection engenders a sense of responsibility to protect, nurture and sustain environments that are under threat, whether from climate change, overuse, limits to access, invasive species or limited understanding of their potential.

I believe that the Ramblers supports and recognises the benefits of collective engagement in walking in our diverse landscapes that leads to much greater benefits at the personal, community, environmental and societal level. This aligns well with my career commitment to improving quality of life and wellbeing for individuals, communities and populations.

Protecting our environment, ensuring and advocating for safe and usable spaces to walk and develop a sense of community and belonging are key to maintaining accessible benefits for all that contribute to social, economic and cultural gains.

I have been a landowner and lived in countries where access can be curtailed by landowners and by the wildlife! So, I have an appreciation of some of the wider challenges in engagement in landscapes and a deep appreciation of the individual benefits of opportunities to do so.

I would welcome the opportunity to champion the values and principles of the Ramblers, that align so closely with my own, through becoming a trustee and contributing to supporting and shaping the Ramblers to benefit its members and society more broadly.

YVONNE REDDICK

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I am applying to become a Trustee because I can offer the Ramblers a unique combination of strategic EDI expertise, fundraising and governance experience, and a deep personal commitment to walking, outdoor safety, and access to nature. As a filmmaker, writer, research lead, mountaineer and experienced volunteer walk leader for Ramblers, I bring a strong understanding of mountain safety, equality and inclusion, alongside a proven track record of securing substantial funding, shaping inclusive cultures, and advocating for Britain's landscapes. I am keen to help Ramblers strengthen its governance, broaden participation, and ensure that everyone can enjoy the outdoors safely and equitably.

I bring extensive experience of Equality Act 2010 compliance, Sport England's EDI requirements, and safeguarding. At the University where I work and in my volunteer role on a British Mountaineering Council committee, I help to foster inclusive cultures free from racism and sexual harassment. I was invited to support a Ramblers staff member in training women walk leaders from diverse backgrounds. I look forward contributing to inclusive, welcoming walking environments across the organisation.

From 2018 to 2021, I served on the Board of the charity Magma Poetry, where I led successful funding bids to Arts Council England and the Arts and Humanities Research Council. I regularly review funding applications for UK Research and Innovation, and I would bring this experience to Ramblers' future partnerships with funders.

As an environmental documentary producer, and advocate for Britain's upland environments, I would bring this advocacy experience to support Ramblers' mission to keep the outdoors accessible for all.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

My background in hiking, scrambling and Alpine mountaineering, my leadership of Technical routes for Ramblers, and my committee role within a British Mountaineering Council club, have given me a strong grounding in outdoor risk management and governance.

For Ramblers, I have worked with staff and volunteers to help discuss safety on our more adventurous walks, and to suggest constructive improvements to outdoor safety and women's safety.

My first Ramblers walk was the 2016 anniversary of the Kinder Trespass. Since then, I have led the iconic Trespass route for a National Young Ramblers weekend and for my local group. Ramblers' values of equitable access to the outdoors and commitment to EDI resonate deeply with my work championing women walk leaders and supporting leaders from diverse backgrounds.

As a filmmaker and advocate for Britain's precious upland wildlife, I have collaborated with Moors for the Future, the BMC's Climate Project and Patagonia to produce Searching for Snow Hares, a documentary about ecological restoration and responsible mountain sports. I would bring this advocacy and communication experience to support Ramblers' mission to keep the outdoors accessible, sustainable and protected.

Why are you interested in becoming a trustee of the Ramblers?

I am committed to strengthening outdoor safety governance and upholding Ramblers' Equality, Diversity and Inclusion policies. Equitability is at the heart of Ramblers' origins in campaigning for access to the outdoors, and I want to help ensure that this commitment continues to shape the organisation's future.

I would bring both practical experience as a volunteer walk leader and a wider understanding of safety, equality, safeguarding and sustainability cultures across the hiking and mountaineering community. I believe strongly in Ramblers' mission, and I am ready to contribute my skills, experience and enthusiasm to the Board.

DAVID ROGERS

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I am a Chartered Environmentalist, Professor of Freshwater Biology and Lead Partner of a national steering group for the conservation of an endangered species (white-clawed crayfish). My work has involved remote sensing, field surveys, academic research and the use of historical records.

For over 30 years I have also acted as an Expert Witness in environmental biology including time listed in the Law Society Directory of Experts and occasional appointment by the courts as a Single Joint Expert. This background has required me to test assumptions, weigh different forms of evidence, identify gaps and distinguish clearly between analysis and advocacy.

My extensive experience has reinforced my view that biodiversity and the natural environment are as important as the footpaths that we walk along.

At Board level, I would use these skills to help ensure Ramblers' strategic decisions are evidence-led, proportionate and defensible, and that its unique membership insight is used responsibly. I see strategic potential in linking Ramblers, who collectively have the richest source of local knowledge about the countryside, with data held by organisations such as Wildlife Trusts, the Environment Agency, RSPB and national recording centres, while remaining mindful of data quality, governance and capacity.

Through my work as a British Executive Service Overseas volunteer adviser in China, Malawi and Bangladesh, I have seen how clearly communicated, well-judged ideas can influence policy at national scale. This experience would allow me to contribute informed insight to Board discussions and decisions while remaining firmly focused on Ramblers' charitable objectives in the UK.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I joined Ramblers three years ago simply looking for company while walking. I found a welcoming local Group and over time, came to understand the wider aims of the organisation. In line with Ramblers' objectives, I want new members to enjoy walking socially, but also to feel part of a movement with a clear purpose: opening the way, making walking accessible to everyone and caring for the countryside.

As Chair of my local Group (Coalville), I have seen how confidence grows when members are empowered to contribute ideas from the grassroots. Examples include proposing a new bridge linking Leicestershire and Derbyshire, and investing in Coalville CAN, a community organisation whose aims closely align with our own. These experiences underline the importance of two-way communication between members and the Board, so that strategy is shaped by lived experience and clearly understood by those delivering it.

I also have first-hand insight into barriers that prevent people from taking their first steps into walking. Our Group has introduced shorter or part-walks to support refugees, people from minority backgrounds and those recovering from surgery. Simple adjustments such as inclusive language, flexible meeting points and ensuring everyone finishes together can make a disproportionate difference to participation and belonging.

Item 2 – Election of trustees

Sharing experiences through our Facebook group has strengthened engagement and identity, with membership growing from around 250 to 750 in two years. This has given me practical insight into how digital communications and shared community involvement can reinforce inclusion and sustain engagement.

Why are you interested in becoming a trustee of the Ramblers?

I am interested in becoming a Trustee because I believe Ramblers is at its strongest when there is a clear and active connection between its members, its public voice and its Board. I would like to support the Board in drawing on grassroots insight, while also helping members and partners understand the organisation's strategic direction and constraints.

Ramblers' members collectively represent a powerful but under-used source of knowledge about the walking environment. With appropriate governance and safeguards, collating what members observe on their walks could strengthen Ramblers' evidence base, credibility and campaigning impact. As a Trustee, I would approach such opportunities by balancing ambition with considerations of risk, resources, data protection, financial sustainability and long-term impact.

My professional career as a Chartered Environmentalist – advising government on endangered species, championing biodiversity, working internationally as an academic and acting for over three decades as an independent Expert Witness – has given me experience of strategic thinking, influencing, risk awareness and constructive challenge. I believe this background would complement the existing skills on the Board, particularly in relation to advocacy, communications, equity of access to the outdoors and delivery of the “Opening the Way” strategy.

Above all I am motivated by the responsibilities of trusteeship: stewarding the charity's assets, supporting and constructively challenging the executive and helping ensure that Ramblers remains impactful, inclusive and sustainable for future generations.

PHOEBE TAPLIN

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I have been a freelance writer and journalist for nearly twenty years. During that time, I've written twelve books and thousands of articles for a huge range of different outlets including the Guardian, Sunday Times and i-paper. I specialise in walking and car-free UK travel and have years of experience working out which angles appeal to editors and which stories can have the most impact on readers.

Earlier experiences working in a range of state schools and colleges taught me how brilliant young people can be and also the need for patience and compromise in achieving strategic goals. I spent many years teaching in Yorkshire, Sussex and Oxfordshire, and was deputy head of the English Faculty at a large sixth form college in London. Later, as vice-chair of governors for a school in New Delhi, I learned how organisations must listen to their members, employees and to others. Combining expertise I've gained from both careers, I hope to support the Ramblers in engaging with new and potential members. And to suggest ways we can use the media in championing footpaths and walkers.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

There has never been a more crucial time to protect and connect with the natural world. As part of my work, I've written more than a thousand walking routes for magazines, newspapers and books. I walk thousands of miles every year all across the UK to research these routes and have led hundreds of walks. I understand the challenges facing different areas and communities and have seen first-hand all kinds of examples of damage and obstruction from climate change, biodiversity loss and lack of sustainable infrastructure.

I've also seen numerous places where Ramblers and other groups with similar aims are making a difference on the ground: mapping and clearing paths, cherishing wildlife, building gates and bridges (in every sense) and helping as many people as possible to enjoy walking or wheeling in green spaces. The detailed on-the-ground knowledge of the UK that my work has given me could be a useful resource.

Why are you interested in becoming a trustee of the Ramblers?

For me the most important issues are safeguarding our environment and access to nature. My lifelong interest in walking and the natural world have made me keen to help protect footpaths for future generations. My mother Kim Taplin, who died in 2024, wrote a book called *The English Path* about footpaths in literature. She was also a member of the Ramblers for several decades and this also feels like a good way to commemorate her. I believe strongly in helping more people to enjoy more of the countryside. The Ramblers have campaigned for nearly a century to achieve exactly this. I'm hoping my experience could help the Ramblers continue to realise this goal.

ANDY WRIGHT

Thinking about your professional or learned skills, how would you use these to support the Board's strategic decision making?

I offer a blend of senior-level corporate experience and direct charity sector leadership. During my executive career at a major bank in London, I undertook various roles across front, middle and back-office environments spanning multiple jurisdictions. Latterly, I served as CEO, Managing Director and board member of an FCA-regulated subsidiary in the UK, and held board positions in Luxembourg.

This enabled me to develop the following skills and expertise that I would use to support the board's strategic decision making whilst respecting the distinction between governance and management:

Business strategy and transformation: Delivered complex organisational change through a wide range of commercial and restructuring strategies.

Governance oversight and controls: Experience gained at business and board level including an FCA-regulated MiFID Investment Firm with an independent NED-led board.

Regulatory framework and requirements: Regulatory experience in multiple jurisdictions through various senior-level roles.

Relationship building and account management: Proficient at establishing and maintaining a broad range of important stakeholder relationships.

Financial Analysis and Control: Full P&L responsibility for substantial businesses through different business and economic cycles.

Leadership and team building: Led several successful teams often in geographically diverse and cross-cultural contexts.

From 2021 to 2024, I served as Chair, Trustee and Director of the John Trotter Trust in North London where I actively helped secure over £300,000 in grant funding and navigated the statutory reporting requirements of the Charity Commission and the Companies Act.

In 2021, I successfully obtained the FT Non-Executive Director Advanced Professional Diploma.

What personal insight and understanding about walking and the walking environment will you bring to the Board?

I bring the perspective of an avid walker with a lifelong passion for the outdoors. As a member and new walk leader of the Derbyshire Dales Group, I regularly experience the benefits and challenges of our path networks firsthand.

Having grown up in Buxton, and recently returned to Derbyshire in 2024, I have a deep appreciation for the Peak District's diverse landscape from the contrasting geology of the White Peak to the rugged nature of the Dark Peak. This lived insight is further informed through membership of the Dry-Stone Walling Association which has enhanced my understanding of the physical heritage and maintenance of the walking environment.

Item 2 – Election of trustees

I strongly believe in the Ramblers' vision of a country where everyone can benefit from the outdoors on foot. My personal experience walking across various terrains helps me understand the walking environment not just as a leisure space, but as an essential resource for health and well-being that must be protected and expanded for all communities. And as an organisation, Ramblers has played a very important role personally in helping me to reconnect, both with the landscape and the community.

Why are you interested in becoming a trustee of the Ramblers?

I am seeking a purposeful role with a leading charitable organisation where I can use my leadership experience for social impact and that provides an opportunity for personal growth. The Ramblers' mission and values strongly resonate with me and my passion for the British countryside.

I am very motivated by the charity's commitment to Equity, Diversity, and Inclusion (EDI) and its goal to ensure the outdoors is accessible to everyone, regardless of their background. Since transitioning to the charity sector a few years ago, I have seen the importance of strategic fundraising and advocacy in pursuing meaningful change.

I want to serve as trustee to:

- **Support the mission:** Help ensure the long-term stability and success of an organisation that protects the places I love to walk.
- **Contribute to the strategy:** Use my skills and experience to help the charity reach new communities and serve its members effectively.
- **Give back:** Apply my professional expertise to a cause that has provided me and my family with so much enjoyment over the years.

I am both able and keen to commit the time required to help deliver the Ramblers' strategic ambition.



MINUTES OF THE ANNUAL GENERAL MEETING OF GENERAL COUNCIL HELD AT THE CONCOURSE SUITE, NEC BIRMINGHAM ON 5 APRIL 2025

1 Welcome and introduction

Lucy Robinson, Chair of the Board of Trustees, welcomed members of General Council to the NEC. She also welcomed guests, Mark Lavenstein (trustee candidate) and Janet Davis (minute taker) to the meeting, along with members of staff: Jack Cornish, Director of England; Ros Fane, Chief of Staff; Catherine Haines Resolutions Manager; Clare Jenkins, Chief Finance Officer; Simon Kellas, Head of Governance; Ross Maloney, Chief Executive; Tom Platt, Chief Programmes and Delivery Officer; Clive Sanders, Chief Commercial Officer; Vanessa Slawson, Development Officer – South East; Glen Walker, Chief People Officer; Claire Watkins, Development Officer – Midlands; and Nicky Wilson, Development Officer – South West.

Apologies for absence had been received from President Amar Latif; trustees Bekah Cork, Chris Hodgson and Rowan Williams; and Stephen Down of the Motions Review Committee.

In opening what was her first meeting as Chair, Lucy asked how many people were attending their first Council meeting. Following a show of hands, it was clear that a large number of people were attending for the first time which she was pleased to see. She then invited the Chief Executive to address the meeting.

2 Delivering the strategy: achievements and future plans

In opening this session, Ross Maloney, Chief Executive, said that this was an important year for the Ramblers being the 90th anniversary of its founding. It was also the 60th anniversary of Ramblers Scotland and many Areas and Groups were also celebrating important anniversaries. 2025 was also important because of the ongoing implementation of *Opening the Way*, the refreshed strategy which had been launched in January 2024. The focus of the strategy was on those communities which have the least access and face the most barriers to walking outside in nature. In line with this, the Equity and Diversity Framework had been published, setting out four areas of focus: people from global majority backgrounds, people from less-well off backgrounds, people with sensory and physical disabilities and women.

Ross invited trustees Lucy Armitage and Mark Chung, and staff members Glen Walker, Ros Fane, Tom Platt and Clive Sanders, to highlight some of the key achievements of the last year.

Work on outcome one of the strategy, *Improved provision, quality and information on access, paths and rights of way*, included path maintenance teams improving paths through clearance, waymarking and installing accessible gates, with the Path Accessibility Fund supporting works across England and Wales. Also in Wales, four new community projects were building on the success of the Paths to Wellbeing work. Almost 1000 volunteers continued to research and claim unrecorded paths, although

everyone had been heartened by the news on Boxing Day 2024 that the UK government intended to repeal the 2031 cut-off date for the recording of paths in England. Over the last 12 months there had also seen successful legal action to protect paths in Norfolk, Westmoreland and Furness, Nottinghamshire, Trafford, Gloucestershire, North Yorkshire & Cornwall. The Outdoors Unlocked campaign had been launched in England, calling for a new Access to Nature Bill, whilst in Wales lobbying for better funding for rights of way and access continued. In Scotland targeted investment to support communities facing the most barriers to walking had been sought. A Ramblers parliamentary reception, hosted by Baroness Young of Old Scone, and attended by Defra minister, Baroness Hayman, had celebrated the 75th anniversary of the National Parks and Access to the Countryside Act 1949.

In respect of outcome two, *Improved Confidence and Knowledge to Walk outdoors*, the publication of a YouGov poll revealing that one in four people do not know where they are able to walk, rising to one in three for disabled people, showed the need for focus on improving knowledge and confidence. Initiatives had therefore included a joint project with the National Trust, Sport England, the YHA and others to create a pathway for walk leaders from global majority backgrounds. The project aimed to train 100 people over the next three years. Existing walk leader training had been improved. In addition, 250,000 visits had been made to the Ramblers website, by those seeking advice, information and training, and the Supporter Care team was offering daily support to the public, members and volunteers by email and phone.

Initiatives under outcome three, *Improved participation of communities that have the least access and most barriers to the outdoors*, included Ramblers Wellbeing Walks, with 120 local partners and over 8,000 walk leaders delivering almost 50,000 walks. Building on the success of the Out There Award in Scotland, 125 young adults were encouraged to develop outdoor skills in Taunton, Bridgwater and Bristol. The Community Outreach programme in Scotland encouraged global majority community groups, refugees and asylum seekers to start walking and explore the outdoors. The initiative was praised by Maree Todd, the Minister for Social care, Mental Wellbeing and Sport in Scotland.

In respect of outcome four, *Improved support for the Ramblers' charitable cause*, the team was able to report that membership had returned to pre-pandemic levels of almost 104,000 and was still growing. A further 90,000 supporters had been registered. These were people who were willing to give time, money or campaigning support to the Ramblers. The new competition to find Britain's Favourite Path had engaged with 15,000 people, 82% of whom were not Ramblers members. There were over 3,200 entries and a high level of media interest, with Thursley Common boardwalk being announced the winner.

Internally, a range of operational activities had been undertaken including changes to the staffing structure to align with the new strategic aims and make the organisation more resilient.

Finally, there was a look at Cotwall Nature Reserve in Dudley. With funding from the West Midlands Combined Authority and others, a Ramblers team assisted with the transformation of access at the site, carrying out improvement works, including steps, path surfacing, waymarking and tree-planting. The site was now the venue for Ramblers Wellbeing Walks. A notable example of a coalition in action.

Bringing the presentation to a close, Ross said that it had been a great year with much to celebrate, and he thanked all those who had made it possible, members, supporters, volunteers and staff.

3. Financial review

The financial review was presented by the Honorary Treasurer, Kelly Evans, and the Chief Finance Officer, Clare Jenkins. Kelly was pleased to report that the independent auditor had found no issues of concern in the financial statements, finding them to be a true and fair representation of the charity's affairs. The Board continued to oversee the financial operations to make sure they were in line with the strategy, and they had been able to take swift action when there was a variation from the budget. The free reserves position remained strong in what was the second year of a three-year financial resilience plan. It had been necessary to reduce overall costs to maintain those reserves and a whole organisation staff change programme had been initiated to support the refreshed strategy.

Clare said that there had been a 1% increase in income to £12.2m, driven by an increase in income from both membership subscription and donations. The former was due to an increase of 2% in active members to 103,876. A significant portion of income, £2.6m, derived from the People's Postcode Lottery which had supported the Ramblers for the last nine years. Efforts were being made to find other funding partners: a good example was the West Midlands Combined Authority which had contributed to the Cotwall Nature Reserve project. Total expenditure had decreased by £1m to £13.2, and although there had been an operating loss, the balance sheet remained strong.

4 Questions and comments on the annual report and accounts

Liz Sharp (South Yorkshire & NE Derbyshire Area) asked for examples of difficult decisions which the Board had made. Ross said that these had included reducing the staff base, reviewing the type of work we can do and publishing the winter edition of Walk magazine digitally. Liz further asked what work the organisation was no longer doing. Clive Sanders said that the changes had included smarter working and amalgamating work which was being duplicated across the nations.

Peter Rookes (Warwickshire Area) asked what partnership work was being investigated in the context of health and wider community work. Tom Platt said that this was happening, links were being made with groups not previously approached, and links with refugee and asylum seeker groups were being sought.

Charles Shepherd (Lake District Area) asked if an organisation chart could be supplied. Ross agreed to this.

Alan Manning (Greater Manchester & High Peak Area) said that the number of supporters was impressive, and he asked how these were recruited and how we might use them. Clive Sanders said that the number of supporters wasn't growing at the expense of paying members. Donors were contacted and asked if they wanted further involvement, along with people who contacted the organisation in the context of publicity e.g. after the recent Hayton Woods High Court case. Efforts would be made to grow the supported base, and it would be possible to involve these supporters in local campaigning.

John Elwyn Williams (North Wales Area) congratulated all concerned on the increase in membership.

Debbie Board (Devon Area) asked if there had been claims against the Ramblers in respect of accidents on walks and specifically if there have been insurance claims made. Clare Jenkins said that there were nine insurance policies in place covering a whole range of insurable events, with premiums amounting

to £72,000 per annum, and whilst she wasn't able to provide at that moment specific information, she could confirm that there had been claims made. Ross Maloney added that the Board is provided with information quarterly through a monitoring and compliance framework on incidents that are reported. This enables trends to be spotted and analysed and where practice improvement is needed appropriate actions are taken, and conversely where good practice is identified it is used to inform training, resources, etc.

Michele Holden (Gloucestershire Area) asked if the increase in employers' national contributions had impacted on the Ramblers. Clare Jenkins highlighted that Ramblers had been a co-signatory to a civil society letter to the Chancellor advocating that charities were exempted from the change. The UK government had declined that exemption and the cost to the Ramblers would be £40,000 for the remaining six months of the current financial year.

Barry Creamer (Cambridgeshire & Peterborough Area) asked if steps were being taken to mitigate the impact of the current uncertain times. Ross Maloney said that we were in uncharted territory given everything going on around us and Ramblers is no different to any other civil society organisation, but Ramblers had built a reasonable level of resilience through the agreed financial resilience plan, approach to risk, etc. which would help, but there are high degrees of volatility caused by external factors. The Honorary Treasurer added that the Finance, Risk and Audit Committee of the Board monitored risk and that the reserves held were there to help deal with the unexpected.

Trevor Jones (Bucks, Milton Keynes & West Middlesex Area) asked how many members were lost each year. Clive said that the membership retention rate was good at approximately 85%. There would always be natural turnover but people who were involved with the organisation were more likely to stay; everyone could help to retain membership by keeping people interested and involved.

5. Approval of the minutes of General Council April 2024

Council approved the minutes of General Council 2024 AGM.

6. Appointment of auditor

The appointment of the firm of HaysMac LLP was proposed by Kelly Evans, Honorary Treasurer, seconded by Malcolm Dingwall-Smith (Vice Chair), and approved by Council.

7. Appointment of President and Vice Presidents

It was proposed by the Chair, and seconded by Malcolm Dingwall-Smith (Vice Chair) that Amar Latif be re-elected as the President. Amar was elected *nem con*.

It was proposed by Brian Reader (Vice President) and seconded by Cath McKay (Vice President) that Sylvia Popham be elected as a Vice President. Sylvia had been a member for over 50 years, and a volunteer both locally, with Severnside Group and Avon Area, and nationally for much of that time. She had been Avon Area Secretary for 20 years and had first attended General Council in 1980. She had served as a member of the Agenda Committee (now the Motions Review Committee) for many years. She had also been the driving force behind the establishment and continuation of the Wessex Wanderers Railway Walks, a walking programme based on the Heart of Wessex railway line between Bristol and Weymouth. This was a partnership between four Ramblers areas, the train operating

companies and Community Rail Partnerships along the line, which was awarded the President's Partnership Volunteer Award in 2013.

Sylvia was elected *nem con*.

The following current elected Vice Presidents were proposed for re-election *en bloc* by the Chair and seconded by Malcolm Dingwall-Smith (Vice Chair): Sir Richard Lloyd Jones, Jonathan Kipling, Cath MacKay, Alan Mattingly, Dave Morris, Malcolm Petyt, Brian Reader, Paddy Tipping and Keith Wadd. All Vice Presidents were elected *nem con*.

The following past Presidents automatically remained as Vice Presidents: Kate Ashbrook, Julia Bradbury, Chris Hall, Mike Harding, Stuart Maconie, Chris Smith, and Janet Street-Porter.

The Chair reported that since the last General Council meeting, Andrew Bennet, past President and Vice President had passed away. Andrew, who had been MP for Denton & Reddish for many years, had been a great friend, advisor and advocate for the Ramblers, representing our interests in Parliament whenever possible. Ramblers owed him many thanks for his years of service.

8. Open motions: review of actions

Council noted the report of this review. There was only one question on the report. Colin Sefton (Kent Area) said that he didn't consider motion 2024 [1] (Support for bus services) to be closed. The Chair said that the motion had been closed because this work was part of our business-as-usual work.

9. Report of the Motions Review Committee (MRC)

Council noted the report of the MRC on the 2025 motions and the Chair thanked the committee for its work.

10. Motions submitted to General Council 2025

2025 [8] COMPLIANCE WITH COUNCIL MEMBERS' MOTIONS APPEAL SUBMITTED BY NORTH STRATHCLYDE AREA

Barry Pottle (North Strathclyde Area) had made an appeal against the placement of this motion as number 8 and asked for the motion to be placed earlier in the list of motions. He had suggested that it be placed as the third motion on the list. Kate Ashbrook (chair of the Motions Review Committee) responded to the appeal.

Council refused the appeal. Motions were therefore debated in the order shown on the agenda.

2025 [1] RESOLUTION TO UPDATE THE STANDING ORDERS FOR GENDER NEUTRALITY

The following motion was proposed by Lucy Robinson (Chair) and seconded by Malcolm Dingwall-Smith (Vice Chair):

This General Council resolves to amend the Standing Orders as follows: Replace all instances of the word "Chairman" with "Chair".

The following amendment was proposed by Peter Gallagher (Wiltshire & Swindon Area) and seconded by Claire Baker (Shropshire Area):

Amend Chair to Chairperson.

The amended motion would read:

This General Council resolves to amend the Standing Orders as follows: Replace all instances of the word “Chairman” with “Chairperson”.

The amendment was declined by the BoT.

The amendment was lost.

The substantive motion was carried.

2025 [2] UPDATING RAMBLERS ARTICLES OF ASSOCIATION FOR FULL GENDER NEUTRALITY

The following motion was proposed by John Ireland (Greater Manchester & High Peak Area) and seconded by Margaret Manning of that Area:

This General Council calls upon the Board of Trustees to prepare and propose special motions to future meetings of General Council to update the Ramblers Articles of Association and those sections of the Standing Orders not already covered by motion 2024[2]. so that the entire document will be fully gender neutral.

The motion was carried overwhelmingly.

2025 [3] RAMBLERS GB 90th ANNIVERSARY

The following motion was proposed by Alison Mitchell (Grampian Area) and seconded by Beth Dickson (Forth Valley, Fife and Tayside Area):

The Scottish Council, on behalf of the members in Scotland, sends best wishes and congratulations to their fellow members throughout Great Britain in the Association’s 90th anniversary. It is hoped that during the coming 10 years, until the centenary, the Ramblers will be even more successful in all parts of Great Britain.

The motion was carried *nem con*.

2025 [4] PREVENTING THE LOSS OF FOOTPATHS BY ADDING CYCLE TRACKS TO THE DEFINITIVE MAPS

The following motion was proposed by Brian Reader (Vice President on behalf of Hampshire Area) and seconded by Barbara Crow (Surrey Area):

This General Council calls upon the Board of Trustees to campaign for legislation to oblige highway authorities to record Cycle Tracks on their Definitive Map and the associated Statements, to prevent footpaths from being deleted from the Definitive Map when they become Cycle Tracks.

The following amendment was proposed by Brian Reader (Vice President) and seconded by Barbara Crow (Surrey Area):

Add addition paragraph “Meanwhile, the Ramblers should oppose all applications to convert footpaths into Cycle Tracks and instead seek to retain at least part of the legal width of the way as a footpath.”

The amendment had been accepted by Hampshire Area.

The amended motion read:

This General Council calls upon the Board of Trustees to campaign for legislation to oblige highway authorities to record Cycle Tracks on their Definitive Map and the associated Statements, to prevent footpaths from being deleted from the Definitive Map when they become Cycle Tracks.

Meanwhile, the Ramblers should oppose all applications to convert footpaths into Cycle Tracks and instead seek to retain at least part of the legal width of the way as a footpath.

The amended motion was carried overwhelmingly.

2025 [5] OVERCOMING BARRIERS TO ACCESS

The following motion was proposed by Richard Hanson-James (Berkshire Area) and seconded by Grant Allsop of that Area:

This General Council calls on the Board of Trustees to provide guidance for volunteers on how to achieve the most accessible option for structures on public paths. It further calls on the trustees to lobby for legislation which gives highway authorities the power to enforce the most accessible option on public paths and requires the removal of structures on public paths where they are no longer required.

The following amendment was proposed by the Motions Review Committee and was a combination of amendments submitted by Berkshire Area and Gloucestershire Area:

Delete all words after “lobby for legislation which” and replace with: a. creates a presumption that barriers to access on public paths should be adapted or removed unless the landowner can show good reason why they should not be, b. gives highway authorities the power to enforce the most accessible option on public paths where a landowner has unreasonably refused permission to remove or adapt existing barriers to access, and c. allows for heritage features (such as historic stone boundary-stiles and squeeze stiles) to be retained.

The amended motion would read:

This General Council calls on the Board of Trustees to provide guidance for volunteers on how to achieve the most accessible option for structures on public paths. It further calls on the trustees to lobby for legislation which:

a. creates a presumption that barriers to access on public paths should be adapted or removed unless the landowner can show good reason why they should not be,

- b. gives highway authorities the power to enforce the most accessible option on public paths where a landowner has unreasonably refused permission to remove or adapt existing barriers to access, and
- c. allows for heritage features (such as historic stone boundary-stiles and squeeze stiles) to be retained.

The amended motion was accepted by Berkshire Area and by Council.

The amended motion was carried *nem con*.

2025 [6] CLIMATE EMERGENCY ACTION

The following motion was proposed by Sue Thomas (Lothian and Borders Area) and seconded by Barry Pottle (North Strathclyde Area):

This General Council recognises that climate emergency, environmental and biodiversity degradation threaten the landscapes we cherish. To protect these areas, it is vital that Ramblers takes proactive action on the climate emergency, aligning our mission with efforts to preserve and restore the environment and its natural inhabitants for future generations. Accordingly, this General Council calls on the Board of Trustees to propose amendments to the strategy to address these issues by the 2026 General Council AGM:

1. Acknowledgement and engagement with the Climate Emergency
2. Environmental Stewardship
3. Partnerships with Organisations
4. Visible Action and Advocacy

The following amendment was proposed by Sue Thomas (Lothian & Borders Area) because the original motion had been substantially written by the Motions Review Committee:

In the second sentence, insert ‘systemic’ before ‘action’ and add a fifth bullet point ‘5. Monitoring and reporting on progress’.

The amended motion would read:

This General Council recognises that climate emergency, environmental and biodiversity degradation threaten the landscapes we cherish. To protect these areas, it is vital that Ramblers takes proactive systemic action on the climate emergency, aligning our mission with efforts to preserve and restore the environment and its natural inhabitants for future generations. Accordingly, this General Council calls on the Board of Trustees to propose amendments to the strategy to address these issues by the 2026 General Council AGM:

1. Acknowledgement and engagement with the Climate Emergency
2. Environmental Stewardship
3. Partnerships with Organisations
4. Visible Action and Advocacy
5. Monitoring and reporting on progress

The amended motion was accepted by Council.

The amended motion was carried.

2025 [7] EMAIL SYSTEM FOR AREA AND GROUP OFFICERS TO CONTACT MEMBERS

The following motion was proposed by Richard May (Norfolk Area) and seconded by Michael Stopp of that Area:

This General Council is concerned by the lack of an integrated email sending solution for Area and Group officers which makes volunteers work harder and could potentially cause a data breach in the organization. Council calls on the Board of Trustees to commission a suitable email sending solution as a matter of urgency.

The motion was carried.

2025 [8] COMPLIANCE WITH COUNCIL MEMBERS' MOTIONS

The following motion was proposed by Barry Pottle (North Strathclyde Area) and seconded by Karine Davison of that Area.

This General Council believes that the words “would not be in the best interests of the Ramblers” in Article 19.6 of the Ramblers’ Association Articles of Association are intended to refer to something which could endanger the continued viability of the Ramblers’ Association to the extent that there might be a possibility of the Association having to seek dissolution. It further asserts that it is not appropriate for the Board of Trustees to use this provision to justify it failing to comply with the terms of a motion passed by General Council, where the reason is only that the Board disagrees with the motion or that compliance with the motion would involve the Association incurring costs which would not be significant enough to endanger its continued viability.

The motion was lost.

2025 [9] INFORMATION FOR PROSPECTIVE NEW WALK LEADERS

The following motion was proposed by Keith Wadd (Vice President and West Riding Area) and seconded by Michael Church of that Area):

This General Council:

- Notes the lack of clarity in the available information on the requirements for becoming and being a Ramblers' Walk Leader, and the deleterious effect it appears to be having on the recruitment of new Ramblers' Walk Leaders.
- Therefore instructs the Trustees to issue to all Ramblers' Areas and Ramblers' Groups a clear consolidated written statement of the official requirements for being a Ramblers' Walk Leader, together with a full explanation of the reasons for these requirements, and to make this statement available to all Ramblers' Areas and Groups no later than 31st May 2025.

The motion was lost.

11. Election of trustees

There were four vacancies on the Board of Trustees: three vacancies of ordinary members, each for a 3-year term, and one vacancy for an ordinary member for a 2-year term, which had arisen from the resignation of a serving trustee and represents the remaining period of the original three-year term.

There were six candidates: Robert Craig, Dan Firmager, Janet Gee, Mark Lavenstein, Gulshun Rehman and Ken Smith. Two ballots were required: a first round of voting for the three-year vacancies, followed by a second ballot for single 2-year vacancy.

The results of the first ballot were: Robert Craig - 35, Dan Firmager - 68, Janet Gee - 45, Mark Lavenstein – 29, Gulshun Rehman – 67, Ken Smith – 41. Dan, Janet and Gulshun were therefore elected.

As Ken Smith did not wish to stand for the 2-year vacancy, the second ballot was between Rob Craig and Mark Lavenstein. The result of the second ballot was Rob Craig – 39 and Mark Lavenstein – 53. Mark was therefore elected.

12. Election of Motions Review Committee (MRC)

There were four candidates for the five vacancies on the MRC, therefore no ballot was required. Membership of the MRC therefore comprised Kate Ashbrook, John Ireland, Malcolm McDonnell and Richard May.

Following General Council, it would be open to the MRC to use its powers under Standing Order A17 (where there have been insufficient nominations) to co-opt an additional member.

13. Closing remarks

In bringing the meeting to a close, the Chair thanked everyone who had attended for their contributions, in particular during the governance review session. She also thanked Simon Kellas for his organisation of the event, members of the Motions Review Committee for their work on the motions, in particular John Wainwright who was standing down after a number of years' service, and Janet Davis for taking the minutes.

The meeting was formally closed at 4.30pm.



SPECIAL RESOLUTION: ADOPTION OF NEW ARTICLES AND STANDING ORDERS

THE COMPANIES ACT 2006

COMPANY NAME: THE RAMBLERS' ASSOCIATION

COMPANY NUMBER: 4458492

COUNCIL MEMBERS RESOLVE BY WAY OF SPECIAL RESOLUTION THAT:

With effect from the end of this meeting, the draft Articles of Association presented to the meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company.

COUNCIL MEMBERS FURTHER RESOLVE BY ORDINARY RESOLUTION THAT the Standing Orders presented to the meeting be and are hereby approved and adopted in substitution for, and to the exclusion of the existing Standing Orders, with effect from the date of adoption of the Articles of Association as presented to this meeting.

Appended:

- Background notes: Explanation of proposals
- Articles of Association
- Standing Orders

SPECIAL RESOLUTION: BACKGROUND NOTES TO GOVERNANCE REVIEW PROPOSALS

1. COMPANY MEMBERS AND ANNUAL GENERAL MEETING (AGM)

All fully paid-up Ramblers members with at least 12 months' continuous membership (currently around 90,000 members) will become company members, holding the right to participate in national decision-making, elect trustees, approve resolutions and call General Meetings. This widens democratic participation from the current position in which company membership, and associated voting rights, is limited to some 150 members (i.e. the two or three members appointed each year by Areas, Trustees, the Ramblers President and Vice Presidents, five members of the Motions Review Committee, and members appointed by National Affiliated Organisations).

The AGM will be held online as standard, enabling maximum participation and reducing costs. Its agenda will focus exclusively on formal UK company law business, including receipt of the Annual Report and Accounts, confirmation of trustee election results, officer ratifications and any special or ordinary resolutions (see below). The quorum for the AGM (and any other General Meetings which may be convened) will be 50 members.

Under the Companies Act 2006, members have the right to request that the Trustees call a general meeting provided they meet the required support threshold. The statutory threshold of 5% of voting members has been reduced to 100 voting members to further support democratic participation. In addition to the statutory rights which members enjoy, fully paid-up Ramblers members will also be able to propose resolutions for consideration at Ramblers' Annual General Meetings provided the request meets the required support threshold of 100 voting members.

However, Member Forums (see section 3) have been designed as the primary setting for raising broader policy or organisational issues. Forums will provide members with the time and space to debate priorities and shape the Ramblers' direction throughout the year. Recommendations from Member Forums will be considered formally by the Board with written responses published to ensure transparency and accountability.

Trustee elections will take place prior to the AGM through an independently managed hybrid process (online voting, with a postal option). Candidate information will be presented consistently, using standardised candidate profiles, introductory videos and a clear description of the trustee role requirements, including the skills, experience and attributes sought.

An elections hub webpage will ensure transparency at all stages by publishing annual timelines, candidate materials, FAQs and archives of previous election results. Following each election, a post-election report will summarise turnout, participation trends and learning points for continuous improvement. AGM confirmation of election results remains the final validating step.

AGM Resolutions

A resolution is a formal decision of the membership, and there are two types:

- Ordinary resolutions: Used for routine decisions such as approving the appointment of the Chair and Treasurer or appointing the auditors. They require a simple majority of votes cast.
- Special resolutions: Applied to significant constitutional matters, including changes to the Articles of Association, changes to the charity's name or charitable objects, or winding up the charity. These require at least a 75% majority of votes cast and must be clearly identified as a special resolution in the AGM notice.
- Members may also pass written resolutions, which allow decisions to be made outside a General Meeting. Written resolutions must be circulated to all members eligible to vote and are approved when the required majority of members indicate their agreement in writing, in accordance with company law requirements.

Calling meetings and submitting resolutions

- Under the Companies Act 2006, members have the right to formally require the trustees to call a general meeting. The request must come from at least 100 voting members.
- The Standing Orders also set out additional rights of members to submit a request for a resolution to be presented at the next Annual General Meeting. A request must be supported by at least 100 voting members

Resolutions v motions

- Previously, members could bring Council member "motions" to the AGM via Areas. These motions were not formal company law resolutions and were binding only in the Ramblers' internal governance framework. The Board was required to consider and normally act on them, except where compliance would conflict with law, duties, or the charity's best interests.
- Under the new model, the AGM will focus solely on formal company law members' resolutions. Members are welcome to discuss and influence policy matters and organisational direction through the strengthened Member Forum structure. These Forums provide the primary route for members to raise issues, debate priorities and shape decisions throughout the year. Recommendations from the Forums will be formally reviewed by the Board, with responses being published to ensure accountability outside of the AGM. (See section 3.)

Assurance of member influence

This new approach provides a stronger democratic governance structure and protection of member rights:

- Voting members have the right to elect the Elected Trustees.
- Voting members have the right to formally require the trustees to call a general meeting, and propose resolutions to the AGM, subject to the threshold of 100 voting members.
- The AGM continues to hold ultimate authority over constitutional changes, trustee officer ratifications, and other formal decisions.
- The new Forum model strengthens year-round member influence, ensuring important issues are surfaced, debated and acted upon rather than restricted to a single annual meeting.

Together, these changes provide a more transparent, inclusive and robust framework for member voice and oversight while modernising the AGM's role in good governance.

2. BOARD OF TRUSTEES

The Board will comprise up to 12 trustees (minimum 8), structured under a 6-4-2 model: six elected trustees, four appointed trustees selected through a skills-based process, and two trustee officers (Chair and Treasurer) selected by the Board subject to member ratification. This balance protects democratic legitimacy while ensuring access to specialist expertise. A maximum of 12 trustees is consistent with current best practice guidance for charities.

The whole voting GB-wide membership elects four trustees. Members in Scotland and Wales elect one trustee for Scotland and Wales respectively. The nations trustees are now explicitly expected to chair their respective nations committees, strengthening the link between national insights and GB-wide governance.

A rolling cycle ensures continuity, and a two-to-three-year transition plan will phase in the updated structure.

While non-members may be considered for the roles of Chair, Treasurer, and Appointed Trustee, they must hold membership at the point of appointment.

Role	No.	Who is eligible?	Who decides?
Chair	1	Members and non-members	Selected by the Board and ratified by members at the AGM
Treasurer	1	Members and non-members	Selected by the Board and ratified by members at the AGM
Elected Trustee (Scotland)	1	Members in Scotland only	Elected by members in Scotland
Elected Trustee (Wales)	1	Members in Wales only	Elected by members in Wales
Elected Trustees (GB)	4	Members only	Elected by all members
Appointed Trustees	Up to 4	Members and non-members	Appointed by the Board

Terms of office remain three years and may be renewed once, giving most trustees a maximum of six consecutive years' service. Trustees who are subsequently appointed as Chair or Treasurer may serve a third consecutive three-year term, giving a maximum of nine years. In exceptional circumstances – solely to avoid the Chair and Treasurer's terms ending at the same time – the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year, giving a maximum of ten years in such cases only.

To reduce barriers and ensure fairness, the eligibility requirement of 12 months' membership is retained for the Elected Trustee positions and the requirement for proposers has been removed entirely. Prospective trustees will receive a comprehensive candidate pack, with clear expectations of what the trustee role entails and the time commitment needed.

Geographic diversity remains a priority and this is recognised in the Standing Orders. Although regional quotas within England will not be introduced, proactive outreach will encourage

Item 5 – Special Resolution: Adoption of new Articles and Standing Orders

candidates from across Britain, and the appointed trustee route will be available to fill any remaining geographical representation gaps.

Transparency will be materially enhanced: the web-based elections hub, annual timetable, publication of results and post-election analysis will embed accountability and visibility in Board operations.

How the trustee nomination, election and appointment processes will work

Elected trustees (Open to members only)

1. Eligibility, Engagement and Awareness

- Members must have at least one full year of continuous membership and be free of financial arrears in order to stand for election or vote.
- Self-nomination only – members put themselves forward without needing proposers.
- Awareness of trustee opportunities is raised through Walk magazine, Ramblers’ digital channels, member and volunteer emails, social media updates and the website.

2. Application Steps

- Members see information about trustee vacancies through Walk magazine, the Ramblers website, social media, email communications and other channels.
- A trustee nomination pack provides clear details on how to apply; the responsibilities of the role and the skills and experience being sought by the Board (based on the outcome of an annual skills audit undertaken by the Board).
- Prospective candidates are invited to an optional group meeting with the Chair, other trustees and the Chief Executive to learn more about the role and ask questions.
- The Committee Chairs and staff directors in Scotland and Wales will be involved in the group meetings for prospective candidates in Scotland and Wales respectively.
- Candidates complete and submit their nomination form directly — no proposers required.

3. Candidate Information (to be shared with members)

Each candidate provides:

- A supporting statement, outlining:
 - their relevant experience and skills;
 - how they could support Board decision-making and strategic leadership;
 - their motivation for standing;
 - their understanding of the walking environment;
 - their involvement with, connection to, and/or interest in the Ramblers.
- Candidate information is shared widely with members through email updates, the website, Walk magazine and other communication channels.

4. Voting and Post-Election Process

- Election timelines and procedures are published well in advance, with key dates aligned to the Articles of Association.
- Online voting is conducted using a unique personal voting code paired with the member’s membership number, delivered through an independent third-party provider using secure technology.
- A postal voting option is available for any member who prefers or requires it.

- Election results are confirmed at the Annual General Meeting and then published through Ramblers communication channels.

Chair and Treasurer (Open to members and non-members)

- Vacancies for the Chair or Treasurer are advertised widely, both internally and on external charity recruitment platforms such as Reach Volunteering, Getting on Board and Women on Boards. The Board will be transparent about the process and criteria.
- Existing trustees may apply, alongside members and external candidates.
- While non-members may be considered for the roles of Chair and Treasurer, they must hold membership at the point of appointment
- Applicants complete an application process in which they will be asked to set out their experience and suitability.
- Shortlisting and interviews are conducted by a Recruitment Panel established by the Board. The membership of the Panel will be published and could include trustees, member representatives and independent experts.
- The Panel makes recommendations to the Board, which then proposes the preferred candidate.
- The Board submits a resolution to the AGM seeking member ratification of the appointment.
- Appointment details are announced to members following successful ratification.
- If the appointment is not ratified, the recruitment process is repeated.
- In exceptional circumstances, and for the purpose of maintaining the Chair and Treasurer’s terms of office out of alignment, the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year.
- In the event of a vacancy in the office of Chair or Treasurer, the Board may exercise its authority to make interim arrangements and appoint an Interim Chair or Interim Treasurer until a substantive appointment is made.

Appointed Trustees (Open to members and non-members)

- Vacancies are advertised widely, both internally and externally, including on charity-specific platforms such as Reach Volunteering, Getting on Board and Women on Boards.
- The required and desirable skills and experience are clearly set out. These could include addressing skills gaps among trustees or strengthening the diversity of the Board, for example in terms of geographic representation or socio-economic or other demographic characteristics.
- Applicants complete an application process in which they will be asked to set out their experience and suitability.
- Shortlisting and interviews are carried out by a Recruitment Panel, established by the Board and supported by the staff People team. The membership of the Panel will be published and could include trustees, member representatives and independent experts.
- The Panel assesses candidates against the required skills, experience and criteria, and makes recommendations to the Board.
- The Board approves appointments, and appointment details are communicated to members.
- While non-members may be considered for the roles of Appointed Trustee, they must hold membership at the point of appointment

The Board has the power to remove a trustee, although any such resolution requires an

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increased quorum of at least two-thirds of the trustees (normal quorum is 50%), and must be taken in what the trustees reasonably consider to be the best interests of Ramblers and in accordance with the principles of natural justice.

Transition to the new Board structure (2026–2029)

To deliver the new Board structure in a way that safeguards continuity and avoids sudden or destabilising changes, the organisation will adopt a phased transition over four years, with the full model in place by 2029. This approach ensures that trustee elections, officer appointments, and the reduction to a maximum of 12 trustees occur in a measured and sustainable manner.

The transition plan will be set out in a dedicated schedule within the updated constitution, providing transparency on how each stage of the new structure will be achieved. The phased approach maintains annual opportunities for members to elect trustees and ensures no single year carries an excessive turnover risk.

By 2028 the Board will operate with a maximum of 12 trustees and, by 2029, the full 6-4-2 model will be complete.

This transition ensures that the organisation moves to the new structure without jeopardising effectiveness, representation or governance capacity at any point during the change period.

To achieve this transition, the following elections (and appointments) will take place, and this will be clearly established in a Board Transition Schedule attached to the new Articles that will govern the composition and appointment of the Board during the specified transitional period:

2026 (already underway under the existing constitution)

- Scotland Convener/Trustee elected by Scottish Council
- Three Ordinary Member Trustees elected by General Council

2027

- Chair selected by the Board and ratified by all members at the AGM
- Wales Trustee elected by all members in Wales
- One Trustee elected by all Ramblers members
- One Trustee appointed (if needed)

2028

- Treasurer appointed by the Board and ratified by all members at the AGM
- Two Trustees elected by all Ramblers members
- One Trustee appointed (if needed)

2029

- Scotland Trustee elected by all members in Scotland
- One Trustee elected by all Ramblers members
- Two Trustees appointed (if needed)

The existing co-opted trustee, currently in the first year, will be extended to a three-year term, and will be eligible for a further three-year term.

3. MEMBER FORUMS

Six Member Forums will take place annually across Scotland (1 Forum), Wales (1 Forum) and the regions of England (4 Forums), supported by hybrid access wherever practicable. Member Forums will act as a formal mechanism for consultation and structured engagement between members, trustees and staff

The boundaries of the four regions in England will be flexible but initially based on our existing four cluster regions. These are North West / North East England, West / East Midlands and Eastern England, London and South East England, and South / South West England.

Each Forum combines structured debate, training, networking and celebration of member and volunteer contribution. All members are eligible to attend the Forums subject to venue capacity, with each Area, Group and Flexi-Group guaranteed at least one place. Travel costs for one representative from each Area, Group and Flexi-Group will be centrally funded. Vice Presidents are also entitled to a guaranteed place at one Forum each year. There will be no charge for any member to attend a Forum.

A strengthened agenda-setting process has been developed following member feedback. Each Forum will be shaped by a 40/40/20 planning team (members, trustees, staff/experts), ensuring influence is shared and member-led topics are prioritised. Groups, Areas and the Board may propose items. Background papers will be issued in advance, written in plain, accessible language.

Forum discussions will follow a clear and supportive structure, guided by our shared values, that helps everyone take part confidently. Each Forum will capture its outputs in a simple, consistent template, setting out any specific recommendations to the Board that emerge from debates. This approach aims to keep processes transparent and robust while remaining easy for members to navigate.

The accountability framework has been greatly strengthened. The Board will be obliged to consider Forum outputs at its next meeting and publish a formal written response within three months, explaining decisions, actions planned and indicative timescales. A central decision log and an annual online GB-wide review of Forums ensure consistent feedback cycles and national visibility of progress.

Scotland and Wales

Reflecting their central roles in shaping member engagement in Scotland and Wales, the committees in Scotland and Wales will have responsibility for planning and shaping the Member Forums in their respective nations, rather than establishing separate working groups (as is proposed for the English Forums). Each Committee will also decide on the name of the Member Forum in its nation. In addition to trustees and key staff, Scottish and Welsh committee members will attend their respective Member Forums to provide visibility and an opportunity to engage directly with members.

Consistent with the post-Forum accountability framework agreed for the Board of Trustees, both the Ramblers Scotland Committee and the Ramblers Cymru Committee will consider Scotland- and Wales-specific outputs from their Member Forums at their next meetings and will publish formal written responses.

4. AREAS, GROUPS AND NATIONS

Areas and Groups

Areas and Groups will continue as formally defined structures within the Articles, with no immediate changes to model constitutions. However, with the change to company membership which gives all paid up members of one year's standing the right to vote in trustee elections and attend and vote at the AGM, and the replacement of debates on motions at General Council with discussions and debate in the Member Forums, Areas will no longer have a formal governance role in terms of appointing Council members or submitting motions to the Annual General Council Meeting.

The relationship between Areas and Groups remains unchanged. Groups may be established by Areas or Trustees; and each Group is responsible to, and represented on, the governing body of the Area of which it forms part.

Flexi-Groups are now established in the Standing Orders. Flexi-Groups can be established by Areas or the Trustees to support the Charitable Objects, but are not formally constituted Groups which operate under rules set by the Board from time to time.

When new members join the Ramblers, they are initially allocated to Groups based on geographical location. Members retain the right to request to change their Group or Area.

Areas and Group must still appoint a Finance Officer who is responsible for maintaining proper financial records in accordance with the published guidance, but the wording of this in the Standing Orders has been updated to allow more flexibility in our financial and compliance processes, but while maintaining the formal reporting required of Groups and Areas.

There will be a separate, collaborative process - distinct from this governance review - beginning in autumn 2026. This will involve members and volunteers in examining how our current Area and Group model can best support volunteering and operational effectiveness.

No changes are being made at this stage to the Area and Group model constitutions set out in the Standing Orders. However, we acknowledge that the Area model constitution includes provisions that may now be outdated (for example, references to appointing Council members). These matters can be considered as part of the collaborative process described above.

Ramblers Scotland and Ramblers Cymru

Ramblers Scotland and Ramblers Cymru will be formally defined in the Articles of Association, giving Scotland and Wales a clear and explicit constitutional identity within the charity and reflecting their distinct political, legal and cultural contexts.

The Ramblers Scotland Strategic Committee (RSSC) will become the Ramblers Scotland Committee, and the Ramblers Cymru Steering Group (RCSG) will become the Ramblers Cymru Committee. Both committees will be established in the Articles of Association, with their guiding principles set out in the Standing Orders. The names of these committees may be changed by agreement of the committees, but the names used here will be those referenced in the Articles.

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Both committees will be constituted as committees of the Board, creating a stronger and more formal link than exists under the current arrangements. This structure provides the mechanism for the Board to delegate authority appropriately.

The Board and the committees will jointly develop concise, practical Terms of Reference setting out what each committee is responsible for, drawing on the existing Memoranda of Understanding (MoUs).

These Terms of Reference will not sit within the Articles or Standing Orders, allowing them to be updated by agreement between the Board and the committees without requiring constitutional change.

The Terms of Reference will also set out a minimum and maximum number of members. Committee membership will follow a 50/50 model:

- The elected Scotland Trustee and elected Wales Trustee will chair their respective committees.
- 50% of committee members will be elected by Groups in Scotland and Wales (via a virtual process rather than at the annual Forum).
- 50% will be appointed by the committees themselves, enabling targeted recruitment to strengthen skills, expertise or regional representation.

A transition plan will ensure an orderly shift from the current committee structures to the new model.

To support greater member involvement in the new governance arrangements, clear communication will explain each committee's role, how it represents Scottish and Welsh interests, how members can stand for election or become involved, how the committees engage with Groups and members, and how issues can be raised for consideration.

Reflecting their central roles in shaping member engagement in Scotland and Wales, the Ramblers Scotland Committee and Ramblers Cymru Committee will be responsible for planning and shaping the Member Forums in their respective nations (rather than establishing separate working groups, as proposed for England). Each committee will also determine the Forum's name in its nation.

In addition to trustees and key staff, members of the Scottish and Welsh committees will attend their respective Member Forums to provide visibility and engage directly with members.

Consistent with the post-Forum accountability framework agreed for the Board of Trustees, the Ramblers Scotland Committee and the Ramblers Cymru Committee will consider Scotland- and Wales-specific Forum outputs at their next meetings and will publish formal written responses.

5. OTHER MATTERS

Constitutional documents

The power to amend the Articles of Association and the Standing Orders will remain in the power of members at the Annual or other General Meeting.

Amendments to the Articles of Association will require a special resolution with at least 75% of members present in person or by proxy voting in favour. Amendments to the Standing Orders will require an ordinary resolution with a simple majority (50% or over) of members present in person or by proxy voting in favour.

The role and content of Area and Group model constitutions will be discussed as part of the proposed collaborative work on the Area and Group model.

Presidents and Vice Presidents (GB)

President

The President is currently an ex officio Council member. If General Council ceases to exist, so will the formal governance role of the President. However, the value of retaining a President in a national ambassadorial role is widely recognised and has provided the Ramblers with invaluable media coverage in recent years.

The President role will continue in its honorary and ambassadorial capacity, promoting the mission and work of the Ramblers. The role will be established in the Standing Orders.

The Board will select a candidate, which could include seeking nominations by and from the membership, and the Board's nominee would be appointed subject to ratification by members at the AGM (in a similar process proposed for the trustee Chair and Treasurer). The President will serve a fixed term of up to three years, rather than requiring re-appointment annually (as is currently the case).

Vice Presidents

Vice Presidents are either former Presidents who are Vice Presidents for life, or individuals elected by General Council who are reappointed annually. There are no formal role description or criteria set for who can be nominated. Vice Presidents are currently ex officio Council members. If General Council ceases to exist, so will the formal governance role of the Vice Presidents. Existing Vice Presidents will retain their titles for life in an honorary capacity. The Ramblers will review alternative options for how long and valuable service can be formally recognised.

Presidents and Vice Presidents (Scotland)

Ambassadors and Deputy Ambassadors (Wales)

President (Scotland)

The Ramblers Scotland President is currently an ex officio member of the Scottish Council, appointed by Council members. If Scottish Council ceases to exist, so will the formal governance role of the President. However, the value of retaining a President in a national

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ambassadorial role is widely recognised and has provided the Ramblers with invaluable media coverage in recent years.

The Ramblers Scotland President will be retained as honorary ambassadorial role, as is proposed for the GB President.

Vice Presidents (Scotland)

Existing Vice Presidents in Scotland and Wales will retain the title as honorary roles. The Ramblers Scotland committee will have the power to identify candidates, set the term, and agree the process for appointment of the Ramblers Scotland President and Vice Presidents.

Ambassadors and Deputy Ambassadors (Wales)

Ramblers Cymru has no Presidents or Vice Presidents. Ambassadors and Deputy Ambassadors in Wales have no formal governance role and will be retained as honorary ambassadorial roles. The Ramblers Cymru committee will have the power to identify candidates, set the term, and agree to the process for appointments of the Ambassadors and Deputy Ambassadors.

Affiliated Clubs

The Articles of Association currently define three categories of affiliated organisations (clause 10.1):

- Affiliated National Organisations
- Affiliated Overseas Organisations
- Affiliated Local Organisations (including Affiliated Clubs)

As part of the proposed governance changes, references to these categories will be removed from the Articles. This will provide greater flexibility in how these relationships are managed in the future.

No changes are proposed to the arrangements for Affiliated Clubs. Clubs, societies and other organisations will continue to be able to affiliate with Areas, Ramblers Scotland or Ramblers Cymru, provided they sign and comply with the Affiliated Club Terms and Conditions.

Similarly, no changes are proposed to Affiliated National Organisations – of which there are currently four. They will continue to operate as they do now, remaining affiliated with the Ramblers' Association. However, because General Council would cease to exist under the proposals, these organisations would no longer have the right to appoint a Council member.

Finally, no changes are proposed to Affiliated Overseas Organisations, although the Ramblers does not currently have any.

Board suspension and expulsion powers

The Board will continue to have the power to expel a member when this is considered to be in the best interests of Ramblers. The Board will now be able to delegate this power to a sub-committee of the Board.

Established, fair procedures will be followed, including the Board's annually reviewed Member and Volunteer Investigation Process, as well as those that will be established in the Standing

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orders to ensure natural justice i.e. that the Board is acting in good faith, without bias, and ensuring the members have a fair opportunity to defend themselves.

The Board will retain the existing power, via formally approved Board policies and procedures, to temporarily suspend a member when this is considered to be in the best interests of Ramblers.

The Board will retain the existing power to dissolve or suspend an Area or Group, or dismiss or suspend a member of the Area's or Group's governing body or a sub-committee of that governing body.

In all cases above, the procedures will be set out in the Standing Orders.

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association

of

The Ramblers' Association

Company Number: 04458492



10 Queen Street Place, London EC4R 1BE
bateswells.co.uk

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Index to Articles of Association of The Ramblers' Association

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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;

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- 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;
- 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;
- 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;

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- 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 a 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; and
- 2.22 provide indemnity insurance for:
 - 2.22.1 the Trustees, in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
 - 2.22.2 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:
 - 3.2.1 reasonable and proper payment to any officer or servant of Ramblers who is not a Trustee for any services to Ramblers;
 - 3.2.2 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;
 - 3.2.3 reasonable out-of-pocket expenses to any Trustee;
 - 3.2.4 reasonable and proper payment to a company of which a Trustee holds not more than a hundredth of the capital;
 - 3.2.5 reasonable and proper rent of premises demised or let by any member or Trustee;

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- 3.2.6 all reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in the Articles of Association; and
- 3.2.7 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 Companies Acts 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.

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- 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.

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;

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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 (known as Standing Orders) 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 be by an ordinary resolution at a general meeting nor an ordinary written resolution.

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 (in accordance with Article 17.1.5) or commence an election process in accordance with the Standing Orders.

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 14.4, 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 by 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

Subject to the Transitional Provisions, 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:

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- 17.1.1 A Chair and Treasurer selected by the Trustees, with their appointment being ratified 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 processes for the appointment and election of Trustees shall be set out in the Standing Orders. No Trustee may be appointed or elected if they are disqualified from acting under Articles 17.8 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 17.8), they will be eligible for re-appointment.
- 17.6 Where a Trustee is selected and appointed as Chair and/or Treasurer, they may serve for a third consecutive term of office. In exceptional circumstances, to ensure the Chair and Treasurer's terms of office do not end at the same time, the Board may resolve to extend a term of either the Chair or the Treasurer by up to one additional year.
- 17.7 Subject to Article 12.2, the Trustees may act despite any vacancy on the board.

Long-stop

- 17.8 A Trustee who has served for six consecutive years (or ten 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

- 17.9 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;

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- 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 in accordance with the Companies Acts, 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 where they reasonably believe it is in Ramblers best interests to do so. 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

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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;

- 20.2.4 they become employed by Ramblers; or
- 20.2.5 their membership is suspended or terminated in accordance with the process set out in the Standing Orders.

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 Charitable 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 (one of) the model constitution(s) appended to 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.

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- 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, in accordance with the procedure set out in the Standing Orders.

GROUPS

- 21.11 Groups may be established by Areas or the Trustees to carry out the Charitable Objects of Ramblers in their prescribed areas.
- 21.12 Groups are subject to the Articles and Standing Orders. Each Group will be responsible to, and represented on, the governing body of the Area of which the Group forms part, and must adopt a constitution which is substantially similar to (one of) the model constitution(s) for Groups appended to the Standing Orders as updated from time to time and which is approved by the governing body of the Area.
- 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 carries out the Charitable Objects of Ramblers within Scotland. Ramblers Cymru carries out the Charitable Objects of Ramblers within Wales.
- 21.15 In accordance with its powers under Article 8 (Ability to delegate), the Trustees shall set up two committees of the board, usually chaired by the Trustee appointed under Article 17.1.3 and Article 17.1.4 to advise members and staff on the delivery of activities that further Ramblers' Charitable Objects in their respective nations.
- 21.16 The board of Trustees and the two committees respectively shall jointly develop and agree terms of reference, including the titles of the committees.
- 21.17 Both committees form part of Ramblers. All assets or funds of both committees belong to Ramblers.

MEMBER FORUMS

- 21.18 The Trustees will establish Member Forums as a formal mechanism for consultation and structured engagement with members, staff and Trustees. Member Forums shall be organised in accordance with the Standing Orders.

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 following business may be conducted at the annual general meeting, as relevant:

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- 22.2.1 to consider the board of Trustees' annual report and audited statement of accounts;
 - 22.2.2 to appoint trustees as specified in these Articles; and
 - 22.2.3 to appoint an auditor and authorise the board of Trustees to fix the auditor's remuneration.
- 22.3 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, following the process set out in the Standing Orders.

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 for shorter notice 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;

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25.6.4 Insofar as not disappplied 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 50 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.

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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 non-members**

28.1 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.

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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

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- 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 any two Trustees present at the meeting;
 - 31.2.3 two or more persons having the right to vote on the resolution; or
 - 31.2.4 any person who holds two or more votes.
- 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;

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- 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.	The Proxy Notice must be: <ol style="list-style-type: none"> 1. delivered in accordance with paragraph (c) below; or 2. given to the chair, Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the poll was demanded.
(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.

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- 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.

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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, Articles and the Standing Orders.

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

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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 “Address”	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 “Areas”	the bodies established under Article 21.6;
1.3 “Articles”	Ramblers’ articles of association;
1.4 “Clear Days”	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 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to Ramblers;
1.6 “Connected”	<p>means in respect of a Trustee:</p> <ul style="list-style-type: none"> (a) the Trustee’s parent, child, sibling, grandparent or grandchild; (b) the spouse or civil partner of the Trustee or another person described in paragraph (a); (c) a person carrying on business in partnership with the Trustee, or a person described in paragraph (a) or (b); (d) an institution controlled by the Trustee and/or one or more person(s) described in paragraph (a), (b) or (c); or (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. <p>Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;</p>
1.7 “electronic form” and “electronic means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.8 “Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;

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1.9	“Groups”	the groups established under Article 21.11;
1.10	“hard copy” and “hard copy form”	have the meanings respectively given to them in the Companies Act 2006;
1.11	“members in Scotland”	means the members of Ramblers who reside in Scotland;
1.12	“members in Wales”	means the members of Ramblers who reside in Wales;
1.13	“Charitable Objects”	mean the charitable objects (or purposes) of Ramblers;
1.14	“Proxy Notice”	has the meaning given in Article 32;
1.15	“Public Holiday”	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	“Ramblers”	The Ramblers' Association;
1.17	“Ramblers Cymru”	means the body that carries out the Charitable Objects within Wales (as set out in Article 21.14);
1.18	“Ramblers Scotland”	means the body, that carries out the Charitable Objects within Scotland (as set out in Article 21.14);
1.19	“Remote Attendance”	means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 25.5;
1.20	“Secretary”	the secretary of Ramblers (if any);
1.21	“Standing Orders”	The standing orders of the Ramblers from time to time made in accordance with Article 9;
1.22	“Subsidiary Company”	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	“Transitional Provisions”	the transitional provisions detailed in Schedule 2 which shall apply for the specific periods detailed within the provisions; and
1.24	“Trustee”	a director of Ramblers, and includes any person occupying the position of director, by whatever name called.

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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.
2. Trustees
 - 2.1 Notwithstanding anything to the contrary in the Articles:
 - 2.1.1 the maximum number of Trustees shall be thirteen (13) for three calendar years from the date on which these Articles came into effect; and
 - 2.1.2 the terms of office of the Trustees who are in post at the time when these revised Articles came into effect shall be as follows:

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No	Name	End of Term	Notes
1	Lucy Robinson	End of 2027 AGM	
2	Kelly Evans	End of 2028 AGM	May be re-appointed for a second term in accordance with Article 17.
3	Mark Lavenstein	End of 2027 AGM	May be re-elected for a second term in accordance with Article 17.
4	Joerg Kasproski	End of 2027 AGM	May be re-elected for a second term in accordance with Article 17.
5	Chris Hodgson	End of 2027 AGM	
6	Dan Firmager	End of 2028 AGM	
7	Gulshun Rehman	End of 2028 AGM	
8	Janet Gee	End of 2028 AGM	May be re-elected for a second term in accordance with Article 17.
9	Graham Taylor	End of 2027 AGM	May be re-elected for a second term in accordance with Article 17.
10	Tina Lewis	July 2028	May be re-appointed for a second term in accordance with Article 17.

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 written resolution or an ordinary resolution at a general meeting.

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 12.2.

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;

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- (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 overseen by the Board 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 from their number or in accordance with Standing Orders 4.13 and 4.14.

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 communicate the opportunity for Voting Members to stand for election e.g. by publishing the vacancies on its website or communicating them by e-mail.
- 4.5 All Voting Members shall be invited to vote for their preferred candidate. Voting shall remain open for at least 30 days, with the results of the election being announced at the AGM (or a general meeting).

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 All Voting Members who reside in Wales shall be invited to vote for their preferred candidate. Voting shall remain open for at least 30 days with the results of the election being announced at the AGM (or a general meeting).

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 Scotland to stand for election.
- 4.11 All Voting Members who reside in Scotland shall be invited to vote for their preferred candidate. Voting shall remain open for at least 30 days with the results of the election being announced at the AGM (or a general meeting).

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- 4.12 During each election cycle, a Voting Member can only stand for election in respect of one vacancy (for which they are otherwise eligible) for an Elected Trustee.

Appointed Trustees

- 4.13 Where the Board would like to appoint a Trustee, Ramblers may publish a description of the role on its website (and other relevant platforms) and carry out a recruitment process, the details of which shall be considered and agreed by the Board based on its requirements at the time. In determining those requirements, the Board will review the skills and experience currently represented on the Board and seek to address any identified gaps, including strengthening the diversity of the Board, with particular regard to geographic representation and other relevant socio-economic or demographic characteristics.
- 4.14 Following the agreed recruitment process, the Board may appoint up to four Trustees in accordance with the Articles. Appointed Trustees must be members of Ramblers at the time of appointment and throughout their term.

5. **Vice Chair**

- 5.1 On the recommendation of the Chair, the Board of Trustees may elect a Vice Chair from amongst their number (not including the Treasurer). The length of the Vice Chair's term will be determined by the Board. Election as Vice Chair does not affect the duration of that Trustee's existing term of office.

6. **Retirement of Trustees**

- 6.1 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.
- 6.2 Trustees appointed by the Board shall be appointed for a term as specified by the Board at the time of appointment.
- 6.3 The maximum terms of appointment of Trustees are set out in the Articles.

7. **Trustee decision-making**

- 7.1 The Board will meet at least three times a year at the times and dates that it decides.
- 7.2 The quorum for any meeting is five or 50% of Trustees from time to time (whichever is higher).
- 7.3 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 50% of Trustees setting out the purpose of the meeting.
- 7.4 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.

8. **Majority decision without a meeting**

- 8.1 The Board may, in the circumstances outlined in this Standing Order 8, make a majority decision without holding a Board meeting.
- 8.2 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).
- 8.3 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 8.4.
- 8.4 No decision shall be taken by the Trustees in accordance with this Standing Order 8 unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Standing Order 8 shall be the same as the quorum for Board meetings as set out in Standing Order 7.2.
- 8.5 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
- 8.6 the Nominated Person must prepare a minute of the decision in accordance with Article 40.

9. **Powers and Responsibilities of the Board**

9.1 The Board may:

- (a) exercise all the powers of Ramblers and take all actions that are not required to be carried out by the Members;
- (b) appoint 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.

9.2 The committees that are appointed by the Board under Standing Order 9.1(b) must operate under the terms of reference that are agreed by the Board from time to time.

9.3 The chair of each committee must be a Trustee. The Chair, Vice Chair (if any) and Treasurer will be entitled to participate in the meetings of all committees and must be notified of their meetings.

9.4 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 committees.

10. **President**

10.1 At the AGM, on the Board's recommendation, the Voting Members may confer on an individual (with the individual's consent) the honorary title of President of Ramblers.

10.2 The President may be appointed for a term of up to three years and shall be eligible for re-appointment subject to a maximum term of nine consecutive years. The President may be removed from office by a resolution of the Board of which they have been given seven days' notice. In exceptional circumstances requiring particular urgency in the best interests of Ramblers, with unanimous agreement of the Board, the notice period may be shortened to two days.

- 10.3 Although the President may be a Member, they shall not be a Trustee and shall not have any power to bind Ramblers.

PART 3: MEMBERS

11. Membership Subscriptions

- 11.1 The subscriptions of all Members of Ramblers (and the due dates and methods of payment) will be determined by the Board.
- 11.2 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.
- 11.3 The first subscription or first subscription instalment (if applicable) will become due when the member joins Ramblers.
- 11.4 Members may pay their subscriptions by direct debit.
- 11.5 The Board may offer discounted membership rates in order to promote membership of Ramblers.

12. Admission of Members and Membership Rights

- 12.1 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.
- 12.2 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.
- 12.3 All Trustees (from time to time) shall be Voting Members for the term of their appointment as a Trustee.
- 12.4 All members shall agree to support and uphold Ramblers' charitable objects and to conduct themselves in a manner consistent with its values. Members are expected to behave respectfully, responsibly and in a way that promotes and protects Ramblers' reputation.

13. Suspension and/or Ending of Membership

- 13.1 The Board may determine policies and procedures to permit the temporary suspension of some or all of the rights and privileges of a Member, when such temporary suspension is considered to be in the best interests of Ramblers.
- 13.2 A Member shall cease to be a Member if the Board (or a committee to which such decision-making has been delegated) at which at least two-thirds of the Trustees (or committee members, as relevant) are present, a resolution is passed resolving that the member be removed from membership on the ground that it is in the best interests of Ramblers that their membership is terminated. Such a resolution may not be passed unless:
- 13.2.1 the Member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a

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reasonable opportunity of being heard by or of making written representations to the Trustees or relevant committee members; and

13.2.2 if the decision is taken by a committee to which power has been delegated by the Trustees, such a decision has been reported to the Trustees.

13.3 The Board of Trustees (or committee members, as relevant) may specify a period of time during which an application for readmission by a Member that has been removed in accordance with Standing Order 13.2 will not be considered for approval.

14. **Members raising questions for discussion and resolutions for approval**

14.1 Members may raise questions and matters for discussion at Member Forums, as detailed in Part 6 of the Standing Orders.

14.2 100 Voting Members may also submit a resolution for decision at an AGM and nominate one of their number to be the proposer of the relevant resolution. Proposed resolutions must:

14.2.1 be submitted at least five (5) weeks before the date of the meeting;

14.2.2 be one(s) that is a usual company member decision under the Companies Acts; and

14.2.3 not (if passed) be ineffective, defamatory, frivolous or vexatious.

14.3 The time allocated at the AGM for a discussion on each question shall be noted on the agenda for the relevant AGM.

15. **Calling a General Meeting**

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

Threshold required for Members to demand a general meeting

15.2 By following the procedures in the Companies Acts, 100 Voting Members may submit a request (stating the general nature of the business to be dealt with at the meeting) to require the Trustees to call a general meeting. The request may include the text of a resolution intended to be moved at the meeting. Such a resolution:

15.2.1 must be clear and precise in its drafting;

15.2.2 must be one that is a usual company member decision under the Companies Acts; and

15.2.3 may be properly moved at a meeting unless it would (if passed) be ineffective, defamatory, frivolous or vexatious.

15.3 Only matters covered by the request may be discussed at the meeting.

When the general meeting must be called and held

15.4 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

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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).
- 15.5 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).
- 15.6 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

- 15.7 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 15.
- 15.8 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.
- 15.9 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 15.

Expenses of calling a meeting

- 15.10 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, GROUPS AND FLEXI-GROUPS

16. Area and Group Membership

- 16.1 As specified in Standing Order 9.4(g), the Board shall allocate new members to a Group and the new member shall belong to the Area of which the Group is a part. However, members may request to transfer their Area or Group membership (as applicable) to any Area or Group of their choice.

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- 16.2 The allocation by the Board may be made on the basis of geographical location provided that:
- (a) The Board seeks to minimise any discrepancy between the boundary of an Area/Group as defined in its Constitution and by geographical location; and
 - (b) Areas and Groups are consulted about the definition of these boundaries.

17. **Model Constitutions**

- 17.1 The model constitutions for Areas and Groups shall be appended to the Standing Orders.
- 17.2 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.
- 17.3 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 or to a sub-committee and the dates of their resignations or retirements.
- 17.4 A person will cease to be a member of an Area or Group upon ceasing to be a Member of Ramblers.
- 17.5 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.

18. **Funding of Areas and Groups**

- 18.1 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.
- 18.2 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).
- 18.3 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.
- 18.4 The Board will consider the budget and any Funding Request and may vary the amount of funding from that which has been requested.
- 18.5 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.
- 18.6 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.
- 18.7 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

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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.

19. **Area and Group Filings and Compliance**

- 19.1 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.
- 19.2 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.
- 19.3 Each Area and Group must make its financial records available for inspection by the Treasurer of Ramblers or their authorised representative on request.
- 19.4 Each Area and Group shall appoint an individual (Finance Officer) who will be responsible for maintaining proper financial records in accordance with guidance published by Ramblers from time to time.
- 19.5 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.

20. **Dissolution or Suspension of an Area or a Group**

- 20.1 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 best interests of Ramblers.
- 20.2 The exercising of this power under Standing Order 20 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

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- (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.
- 20.3 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.
- 20.4 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.
21. **Dismissal or Suspension of a member of a Governing Body of an Area or Group**
- 21.1 The Trustees may decide to dismiss or suspend a member of an Area's or 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 best interests of Ramblers; or
 - (b) as a result of the member's actions or errors, the Area or 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.
- 21.2 The exercising of its power under Standing Order 21 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/or oral representations in person to the Board before the decision is voted upon.
- 21.3 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.
22. **Flexi-Groups**
- 22.1 Flexi-Groups may be established by Areas or the Trustees to carry out the charitable objects of Ramblers. Flexi-Groups are not formally constituted as Groups as established within the Articles.
- 22.2 Flexi-Groups are subject to any rules set by the Board of Trustees from time to time.

PART 5: NATIONS

23. Members of Wales and Scotland

23.1 As set out in the Articles, all members of Ramblers who reside in Wales shall automatically be a part of Ramblers Cymru and all members of Ramblers who reside in Scotland shall automatically be a part of Ramblers Scotland.

24. Wales Committee and Scotland Committee

24.1 As set out in the Articles, a committee of the Board of Trustees will be established for each of Wales and Scotland. The names of the committees shall be determined in the relevant committees' terms of reference.

24.2 Each of the Committees shall:

- a) Support the delivery of the Ramblers' strategy, charitable objects and activities in Scotland and Wales, ensuring that Scotland and Wales-specific priorities, opportunities and challenges are reflected in organisational planning and decision making.
- b) Advise the Board of Trustees on matters affecting Scotland and Wales, drawing on Member, volunteer and stakeholder insight, and the experience of Groups and Areas across Scotland and Wales.
- c) Provide strategic guidance and support to the Director of Scotland and Scotland staff team, helping to shape priorities, programmes and campaigns relevant to Scotland's legislative, policy and cultural context.
- d) Champion Scottish and Welsh members and volunteers by ensuring their views and experiences inform Ramblers' work at both Scottish, Welsh and GB level.

24.3 The Trustee elected by members in Wales shall be the chair of the Wales Committee and the Trustee elected by members in Scotland shall be the chair of the Scotland Committee.

24.4 The members of each committee shall work with the Board of Trustees to jointly develop practical terms of reference to govern each committee. These terms of reference shall be periodically reviewed by the Board of Trustees with any changes being implemented after agreement with the relevant committee.

PART 6: MEMBER FORUMS

25. Establishment and Purpose

25.1 Member Forums ("the Forums") are established as formal mechanisms for structured engagement between Members, Trustees and staff.

25.2 The purpose of the Forums is to provide a forum for Members, staff and Trustees to come together to debate and discuss issues and to strengthen cohesion and resilience across the organisation and, in particular, to enable issues of concern or interest to be raised by Members and volunteers, and to strengthen accountability through transparent reporting processes.

26. Frequency and Locations

- 26.1 Six Forums will be convened annually across Scotland, Wales and England.
- 26.2 Ramblers will convene at least one GB-wide Forum at least every three years, bringing together representatives from all Nations, Areas and Groups to support cross-organisational discussion and best-practice exchange.

27. Attendance and Participation

- 27.1 All Members are eligible to attend a Forum, subject to venue capacity.
- 27.2 No fee shall be charged for attendance.
- 27.3 Each Group and Area shall be entitled to nominate at least one member to attend one Forum, with travel for one such member funded centrally.
- 27.4 Each Flexi-Group shall be entitled to nominate at least one member to attend one Forum, with travel for one such member funded centrally.
- 27.5 Each Vice President shall be entitled to attend at least one Forum, with travel funded centrally.
- 27.6 Members may speak, participate in discussions and propose agenda items.

28. Agenda-Setting

- 28.1 Planning groups for each Forum will be established comprising Members, Trustees and staff.
- 28.2 Members, Groups, Areas and Nations may submit topics for consideration.
- 28.3 Background papers will be issued in accessible language in advance of each Forum.

29. Format and Conduct of Forums

- 29.1 Each Forum may include the following:
 - (a) structured debate on organisational issues;
 - (b) sharing of best practice and learning;
 - (c) governance-related discussion;
 - (d) networking and peer support;
 - (e) training or skills development;
 - (f) celebration of volunteer contribution; and
 - (g) any other topics or sessions agreed by the Forum planning group.
- 29.2 Forums will be conducted in accordance with Ramblers' values, promoting an enjoyable, inclusive and respectful experience for all participants.

30. Trustee Attendance and Engagement

30.1 A sufficient number of Trustees and staff (and in Scotland and Wales, members of the respective committees) shall attend each Forum to enable meaningful dialogue with Members and volunteers.

30.2 The Forum chair, or a delegated Trustee, will outline how the record of each Forum will be captured.

31. Forum Outputs

31.1 Each Forum shall produce a written record in a standard format approved by the Board, summarising:

- (a) key themes discussed;
- (b) recommendations to the Board for consideration as set out in Standing Order 32;
- (c) best-practice examples shared;
- (d) matters requiring further exploration.

31.2 The record of each Forum will be published through established communication channels.

32. Board Consideration and Reporting

32.1 The Board will consider Forum recommendations at its next scheduled meeting.

32.2 Within three months of the relevant Forum/ Board meeting at which the Forum was discussed, the Board shall publish a written response to each recommendation, outlining decisions taken, actions planned and indicative timescales.

32.3 The Board shall maintain a central decision log to track Forum recommendations and responses.

33. Continuous Improvement

33.1 The Board shall review the effectiveness of Forums periodically, considering participation, accessibility and quality of experience.

33.2 Members will be consulted as part of the review process.

MODEL CONSTITUTION FOR AREAS

THE RAMBLERS' ASSOCIATION (..... AREA)

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England & Wales number 4458492), being an Area as defined in the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, Area". The above bodies are hereafter referred to as "the Association" and "the Area".

2. OBJECTS

The objects of the Area are to carry out within its territory (see succeeding clause) the objects of the Association, taking account of any changes decided from time to time by the General Council or the Board of Trustees.

3. TERRITORY

The territory in which the Area shall function is or such other territory as may from time to time be determined by the Board of Trustees in consultation with the Area and its neighbours.

4. MEMBERSHIP

Membership of the Area shall consist of:

- (i) All such individual members of the Association as are allocated to the Area by the Board of Trustees in accordance with the Association's Memorandum and Articles of Association and standing orders.
- (ii) Local organisations being affiliated clubs and kindred societies carrying out their activities partly or wholly in the territory specified in clause 3; such organisations to be allocated to the Area by the Board of Trustees in accordance with the Association's Memorandum and Articles of Association and standing orders.

If the Area Council consider any membership should be terminated it shall so recommend to the Board of Trustees which shall give a ruling in accordance with its powers.

5. LOCAL GROUPS

The Area may establish a Local Group in any part of its territory, for the purpose of furthering the objects of the Association in such ways as the Area may from time to time decide. A Local Group shall adopt a constitution which is substantially in accord with the model constitution for Local Groups prepared by the Association and for this purpose shall submit a copy of its proposed constitution for the prior approval of the Area Council. Any amendments to a Local Group constitution are also subject to the prior approval of the Area Council.

6. MANAGEMENT

- (i) Subject to the directions of any annual or special general meeting as to the exercise of its powers, the management and control of the Area shall be vested in an Area Council which shall consist of:
 - (a) at least three Area Honorary officers;
 - (b) up to representatives of each Local Group;

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- (c) up to representatives of individual members;
- (d) up to representatives of affiliated local organisations.

The total number of representatives of Local Groups shall be greater than the total number of representatives of individual members and representatives of affiliated local organisations combined.

- (ii) The Area Council shall decide when and where it shall meet.
- (iii) members shall form a quorum.
- (iv) It shall have power to co-opt up to additional members.
- (v) It shall have power to fill any vacancies which may arise among the representatives of individual members or affiliated local organisations.
- (vi) It shall receive minutes and regular reports from any Sub-committee established under clause 8.
- (vii) It shall receive regular reports of the activities of any Local Group established under clause 5.
- (viii) A special meeting of the Area Council shall be called by the Secretary as soon as may be on the request of the Chair or of not less than members of the Area Council.

7. HONORARY OFFICERS

- (i) The Honorary Officers of the Area shall be as follows:
Chair, Treasurer, Secretary and such other officers as the Area Council shall from time to time determine, to be elected at the Annual General Meeting.
- (ii) All the above officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election.
- (iii) The Area Council shall have power to fill vacancies.

8. SUB-COMMITTEES

The Area Council shall have power to appoint such sub-committees as it may from time to time decide and may determine their powers and terms of reference. The Area Council shall have power to co-optadditional members to a Sub-Committee who may or may not be members of Area Council. All Area Honorary Officers shall be entitled to attend the meetings of any Sub-committee.

9. PROCEDURE AT ALL MEETINGS

Voting

All questions arising at any meeting, excepting those affecting alterations to the Constitution, shall be decided by a majority of those present and voting at such meeting. No member shall exercise more than one vote, except that in the case of an equality of votes the Chair shall have a second or casting vote.

Minutes

The appropriate Secretary shall keep Minutes comprising a record of the proceedings of all General Meetings, Council and Sub-committee meetings.

10. RESIGNATION OR RETIREMENT FROM AREA COUNCIL OR SUB-COMMITTEES

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Any elected member of the Council or any member of a Sub-committee shall vacate his/her office if:

- (i) He/she gives notice of his intention to resign and his/her resignation is accepted;
- (ii) He/she fails to attend three consecutive meetings of the Council or Sub-committee unless the failure to attend was due to some reason approved by the Council or Sub-committee of which he/she is a member, or
- (iii) being a member of a Sub-committee, other than a co-opted member, he/she ceases to be a member of the Area Council

11. ANNUAL GENERAL MEETING

The Area Council shall hold an Annual General Meeting of the Area, not later than five months after the end of the financial year. In any event the Annual General Meeting should be held before the last date for submission of ordinary motions to General Council, as will be advised from time to time. Fourteen days notice of the Annual General Meeting shall be given to each member of the Area.

Each individual member of the Area and one representative of each affiliated local organisation in membership of the Area (see Clause 4) shall be entitled to attend and vote. The meeting shall:

- (i) Consider the Annual Report of the Area Council;
- (ii) Consider the Area income and expenditure accounts for the preceding Association financial year, a balance sheet showing the assets and liabilities at the end of that year, and the independent examiner's report;
- (iii) Appoint Honorary Area Officers;
- (iv) Elect representatives of individual members to serve on the Area Council;
- (v) Elect representatives of affiliated local organisations to serve on the Area Council;
- (vi) Appoint representatives to General Council;
- (vii) Appoint as independent examiner(s) qualified or other competent person(s);
- (viii) Discuss and consider motions notice of which shall have been given in writing to the Secretary;
- (ix) Make recommendations to the Area Council, or any local Group of the Area, or consider motions for submission to the next Annual Meeting of the General Council of the Association (if so desired);
- (x) Vote on any proposals to amend this constitution in accordance with clause 15 thereof.

12. SPECIAL GENERAL MEETINGS OF THE AREA

The Chair of the Area Council or the Secretary may at any time at his/her discretion call a Special General Meeting. A Special General Meeting shall also be called within 21 days of receiving a request to do so, signed by not less than 20 members, and giving reasons for the request to call a Special General Meeting. Not less than 14 days notice shall be given of such a meeting. The notice of the meeting shall contain notice of the matters to be discussed and the terms of any motion which it is intended to move. Each individual member of the Area and one representative of each affiliated local organisation in the Area (see clause 4) shall be entitled to attend and vote.

13. **FINANCE**

- (i) All monies raised by and on behalf of the Area including funding received from the Association under the provisions of the Association's standing orders shall be applied in furtherance of the objects of the Association.
- (ii) The Honorary Treasurer shall keep proper financial records and shall report regularly to the Area Council. He/she shall be responsible for the preparation of the annual budget for the Area and its submission to the Board of Trustees for approval. He/she shall also be responsible for the preparation annually of Area income and expenditure accounts for the preceding Association financial year and a balance sheet showing the assets and liabilities at the end of that year, and for their submission to the Area's independent examiner.
- (iii) All accounts in the name of the Area shall be opened at such Bank as the Board of Trustees shall approve. 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 Honorary Treasurer and/or other officers as decided by the Area Council. To enable petty cash expenses to be paid, an advance shall be made to the Honorary Treasurer when necessary.
- (iv) The independent examiner(s) report shall be addressed to the members of the Area and to the Board of Trustees.

14. **DISSOLUTION**

If the Council at any time resolves that it is impossible or undesirable to continue as an Area, it shall notify the Board of Trustees and convene a Special General Meeting of the Area. If this meeting resolves that the Area be dissolved, the Board of Trustees shall be informed forthwith and be asked to take such steps as may be necessary to continue the activities of the Association in the territory previously covered by the Area.

If, in the event of the dissolution of the Area, there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall be transferred to the General Council of the Association.

15. **ALTERATIONS TO THE CONSTITUTION**

- (i) Insofar as any alteration or amendment is not inconsistent with the Association's Memorandum and Articles of Association and standing orders, this Constitution may be amended, **subject to prior approval by the Board of Trustees**, at any General Meeting, in accordance with the approval of a two-thirds majority of members present and voting.
- (ii) Any proposal for such alteration must be delivered in writing to the Secretary of the Area not less than twenty-eight days before the meeting of the Area at which it is to be discussed and not less than fourteen days' notice of this meeting, giving the terms of the proposed alteration shall be given to the members of the Area.

16. **NOTICE**

The accidental omission to give notice of a meeting or the non-receipt of a notice of meeting by any member shall not invalidate any proceedings or resolutions at any General Meeting of the Area, at the Area Council or at any Sub-committee.

MODEL CONSTITUTION FOR GROUPS

THE RAMBLERS' ASSOCIATION (..... GROUP)

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England & Wales number 4458492), being a Local Group as defined in the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, Group", and it shall be within the Association's Area. The above bodies are hereafter referred to as "the Association", "the Group", and "the Area".

2. OBJECTS

The objects of the Group are to further within its territory (see succeeding clause) the objects of the Association in such ways as the Area governing body may from time to time decide and subject to the overriding control of the Board of Trustees.

3. TERRITORY

The Group shall function inor such other territory as may be agreed with the governing body of the Area from time to time.

4. MEMBERSHIP

Membership of the Group shall consist of all such individual members of the Area as are allocated to the group by the Board of Trustees in accordance with the RA's Memorandum and Articles of Association and standing orders.

5. RELATIONS WITH THE AREA AND THE ASSOCIATION

The Group shall act in agreement with the Area Council and the Board of Trustees of the Association, as laid down in the RA's Articles of Association.

6. MANAGEMENT

- (i) Subject to the directions of any Group Annual or Special General Meeting as to the exercise of its powers, the management and control of the Group shall be vested in a Committee which shall consist of the Honorary Officers and as many members of the Group as the Annual Meeting shall from time to time decide, subject to a minimum overall membership of three. All members shall retire annually, but shall be eligible for re-election.
- (ii) The Committee shall decide when and where it shall meet.
- (iii) members shall form a quorum.
- (iv) The Committee shall have power to co-opt up to additional members.
- (v) The Committee shall have power to fill casual vacancies.
- (vi) The Committee shall receive regular reports from any sub-committee established under Clause 8.
- (vii) The Committee shall report regularly to the Area Council.
- (viii) A special meeting of the Committee shall be called by the Secretary as soon as may be on the request of the Chair or of not less than members of the Committee.

7. OFFICERS

- (i) The Honorary Officers of the Group shall be a Chair, a Treasurer, a Secretary and such other officers as the Group in General Meeting may determine, to be elected at the Annual Meeting.
- (ii) They shall retire at the Annual Meeting following their election, but shall be eligible for re-election.
- (iii) The Committee shall have power to fill vacancies.

8. SUB-COMMITTEES

The Committee shall have power to appoint sub-committees and to determine their powers and terms of reference.

9. RESIGNATION OR RETIREMENT

Any member of a Committee shall vacate his/her office if:

- (i) he/she gives notice of his intention to resign and his/her resignation is accepted.
- (ii) he/she fails to attend three consecutive meetings of the Committee as may be convened unless the failure to attend was due to some reason approved by the Committee.

10. ANNUAL GENERAL MEETING

In the first quarter of each financial year the Committee shall convene an Annual General Meeting of the Group, of which not less than fourteen days' notice shall be given in writing to each member of the Group, and which all members of the Group shall be entitled to attend, to:

- (i) Consider the Annual Report of the Committee.
- (ii) Consider the Group income and expenditure accounts for the preceding Association financial year, a balance sheet showing the assets and liabilities at the end of that year and the independent examiner's certificate.
- (iii) Appoint the Honorary Officers.
- (iv) Elect the Committee.
- (v) Appoint representatives to the governing body of the Area.
- (vi) Appoint an independent examiner or examiners.
- (vii) Discuss and consider motions, notice of which shall have been given in writing to the Secretary.
- (viii) Vote on any proposals to amend this constitution in accordance with clause 14 hereof.

11. SPECIAL GENERAL MEETING OF THE GROUP

The Chair or the Secretary may at any time, and shall within 21 days of receiving a request to do so, signed by not less than one twentieth of the members of the Group with a minimum of ten members, and giving reasons for the request, call a Special General Meeting, of which fourteen days' notice shall be given. The notice of the meeting shall contain notice of the matters to be discussed and the terms of any motions which it is intended to move.

12. **FINANCE**

- (i) All monies raised by and on behalf of the Group including any funding received from the Area shall be applied in furtherance of the objects of the Association.
- (ii) The Honorary Treasurer shall keep proper financial records and shall report regularly to the Committee. If required by the Area, he/she shall be responsible for the preparation of the annual budget for the Group and its submission to the Area Treasurer for approval. He/she shall also be responsible for the preparation annually of Group income and expenditure accounts for the preceding Association financial year, a balance sheet showing the assets and liabilities at the end of that year, and for their submission to the Group's independent examiner.
- (iii) All accounts in the name of the Group shall be opened at such Bank as the Board of Trustees may approve. 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 Honorary Treasurer and/or other officers as decided by the Group Committee. To enable petty cash expenses to be paid, an advance shall be made to the Honorary Treasurer when necessary.
- (iv) The independent examiner(s) report shall be addressed to the members of the Group and to the Area Treasurer.

13. **DISSOLUTION**

If, in the event of the dissolution of the Group, confirmed by a majority of those present and voting at a General Meeting of the Group, there remains after the satisfaction of its debts and liabilities any property whatever, it shall be transferred to the Area.

14. **ALTERATIONS TO THE CONSTITUTION**

- (i) Insofar as any alteration or amendment is not inconsistent with the RA's Memorandum and Articles of Association and standing orders, this Constitution may be amended, *subject to prior approval by the Area governing body*, at any General Meeting, in accordance with the approval of a two-thirds majority of members present and voting.
- (iii) Any proposal for such alteration must be delivered in writing to the Secretary of the Group not less than twenty-eight days before the meeting of the Group at which it is to be discussed and not less than fourteen days' notice of this meeting, giving the terms of the proposed alteration, shall be given to the members of the Group.

15. **NOTICE**

The accidental omission to give notice of a meeting or the non-receipt of a notice of meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Group or any committee.



APPOINTMENT OF PRESIDENT AND VICE PRESIDENTS

PRESIDENT

- **Amar Latif**

During the past year, Amar has continued to support the Ramblers in our work to ensure that everyone can enjoy the benefits of walking outdoors. Blind since his late teens, Amar is particularly passionate about supporting those with visual impairment to get out rambling. As well as providing support and guidance to the Ramblers team, in October Amar hosted an online event to discuss the topic of how we can all support people with visual impairment to get out walking. At the event, attended by 100 people, Amar shared his own experiences of walking and adventures all over the world. He also spoke candidly about some of the preconceptions that he has had to overcome. He explained how simple it can be to support a visually impaired person which was endorsed by the other members of the event panel.



VICE PRESIDENTS

The following elected Vice Presidents are proposed for re-election en bloc at the meeting:

- **Jonathan Kipling**
- **Cath MacKay**
- **Alan Mattingly**
- **Dave Morris**
- **Malcolm Petyt**
- **Sylvia Popham**
- **Brian Reader**
- **Paddy Tipping**
- **Keith Wadd**

Vice Presidents who hold that office by virtue of being past Presidents automatically remain Vice Presidents without the need for formal re-election. They are:

- **Kate Ashbrook**
- **Julia Bradbury**
- **Chris Hall**
- **Mike Harding**
- **Stuart Maconie**
- **Chris Smith**
- **Janet Street-Porter**

Item 6 – Appointment of President & Vice Presidents

This year there is one new nomination for Vice President.

ALISON MITCHELL

Proposed by Kate Ashbrook and Malcolm Dingwall-Smith

Alison Mitchell is synonymous with Ramblers Scotland, having been a member of the Ramblers since 1983 when the Aberdeen Group, where she lives, was formed. She became Grampian Area chairman and Ramblers Scotland convener (chairman) during the formative years of the Ramblers in Scotland. She joined the Scottish Council Executive Committee (now Ramblers Scotland Strategic Committee) in about 1986, and has served as a member, or convener for most of the time since.

But she is also a GB figure in the Ramblers, having been elected to the Executive Committee (now the Board of Trustees) in 2000, and has served for most of this period to 2023, either as the trustee for Ramblers Scotland or as an elected trustee.

And she has European influence too, having been a representative for the Ramblers on the European Ramblers Association board, with several years as treasurer.

She has been a walk leader for many years, and has walked extensively throughout Great Britain. Supports a wide range of outdoor bodies, including the National Trust for Scotland, the North-East Mountain Trust, John Muir Trust, Hostelling Scotland (previously SYHA), and she is currently Chair of Aberdeen City Outdoor Access Forum.

In 1987 she founded, with others, the successful Scottish Ramblers Gathering, an annual weekend of walking and social events, which is now in its 35th year and has grown in popularity over the years.

She recently headed the group organising the celebrations of Ramblers Scotland 60th anniversary, which included a civic reception in Edinburgh for volunteers.

During the King Charles III Coronation year 2023 she was awarded a Coronation Champion for volunteering.

Alison is a great organiser and leader and is truly devoted to the Ramblers in Great Britain and in Scotland. She has served us well for more than 40 years and fully deserves to be elected as Vice President of the Ramblers.



APPOINTMENT OF AUDITOR

Ordinary resolution to appoint HaysMac LLP for the next year and to authorise the Board of Trustees to fix the remuneration.

As required by our Articles of Association the auditor is appointed annually by members at the Annual Meeting of General Council. The Board of Trustees proposes the appointment of HaysMac LLP to audit the accounts for the year ending 30 September 2026.



ELECTION OF MOTIONS REVIEW COMMITTEE

The Motions Review Committee comprises five members elected every year from recent Council members, plus two trustees. Committee members hold office for one year at a time but there is no limit to the number of years they can serve on the committee.

The Motions Review Committee decides the order of debate, clarifies poorly worded motions, may rule out of order motions similar to those debated at either of the two previous AGMs unless the subject is topical, and composites similar motions.

As there are only three candidates for five vacancies, no ballot is required. The candidates, shown in alphabetical order, are:

- **Kate Ashbrook**
- **Sarah Hollingdale**
- **John Ireland**

Under the current governance arrangements, the Annual General Meeting is required to conduct the election of members to the Motions Review Committee.

If the Special Resolution is approved by the AGM, the Motions Review Committee will cease to exist.

If the Special Resolution is not approved, the confirmed committee members will exercise their powers under Standing Order A17 to co-opt additional members to fill the remaining vacancies.

KATE ASHBROOK

I have been a member of the Ramblers' board for 36 years between 1982 and 2022, with an intervening four years as president. I am vice-president of Ramblers GB, Cymru, and Scotland, and co-chair of the Ramblers Cymru Steering Group. I chair the south-east cluster. As GB chair for three periods, I have chaired nine General Council AGMs at which motions have been debated. I am now chair of the motions review committee. I am familiar with the articles and standing orders, and I am particular about grammar.

While the General Council AGM continues in its current form, the wording and ordering of motions are important. We must make the best use of our limited time together by ensuring that we discuss those motions which assist in the achievement of our charitable aims, and address strategic issues of concern to members.

SARAH HOLLINGDALE

I work for a National Organisation Care Quality Commission (CQC) and I am a Social Worker by background so I also have experience in reviewing complicated information and ensuring reports are phrased clearly. I am also familiar with interpreting legislation and policy. As part of this role have experience of submitting evidence for court hearings.

I have volunteered for Brighton and Hove Ramblers since 2014 as a Walk Leader. I have been in the role as chair of the group since November 2025. Prior to this I have served on the group committee as the Publicity Officer. I have a longstanding commitment both to walking and supporting the organisation which promotes walking for all. I have represented the Sussex Area as part of the General Council for the last two years (2024 and 2025) and in 2026 served on the Motions Committee.

Doing this role will provide me with further experience of the motions process. I am hoping this will help me in supporting my group and area in future years to put forward motions they feel passionate about, clearly phrased and in line with the Ramblers Charitable Objectives.

JOHN IRELAND

I've been a member of the Ramblers since 2005, taking a full role in the organization at Area Level for the Greater Manchester and High Peak Area, serving in both Group and Area roles including Area Chair, Area General Secretary and currently as an elected member of the Area Executive. I've also regularly represented my area as a delegate at General Council over the last decade, successfully proposing motions for adoption on several occasions.

I feel I can continue to put this experience to good use on the Motions Review Committee, ensuring that motions presented to General Council are clear, succinct, and unambiguous in their wording and purpose. Also, I believe that the committee should work to avoid contradictory motions on the same Council agenda and when this happens be able to mediate to allow a composite motion satisfying all parties to be put forward.

Finally, I feel that motions to the current format of General Council are the key means of giving direction to the Board of Trustees and also in holding the Board to account.

If I am again elected to the Motions Review Committee, I'll continue to work to help General Council attain these aims.



OPEN MOTIONS REPORT

No.	Motion
2025 [1]	Resolution to update the Standing Orders for gender neutrality
2025 [2]	Updating Ramblers Articles of Association for full gender neutrality
2025 [3]	Ramblers GB 90th anniversary
2025 [4]	Preventing the loss of footpaths by adding Cycle Tracks to the definitive maps
2025 [5]	Overcoming barriers to access
2025 [6]	Climate emergency action
2025 [7]	Email system for Area and Group officers to contact members
2024 [5]	Balance of representation on the Board of Trustees
2024 [4]	Review of walk attendance register on the Ramblers app
2023 [5]	Wild camping and opportunities for public access to nature and green spaces for everyone
2023 [1]	Board of Trustees elections

2025 [1] RESOLUTION TO UPDATE THE STANDING ORDERS FOR GENDER NEUTRALITY

This General Council resolves to amend the Standing Orders as follows:

Replace all instances of the word “Chairman” with “Chair”

Update

The motion is closed as the Standing Orders were updated to replace "Chairman" with "Chair" and filed with Companies House and the Charity Commission. This has also been considered as part of the development of the governance review proposals.

2025 [2] UPDATING RAMBLERS ARTICLES OF ASSOCIATION FOR FULL GENDER NEUTRALITY

This General Council calls upon the Board of Trustees to prepare and propose special motions to future meetings of General Council to update the Ramblers Articles of Association and those sections of the Standing Orders not already covered by motion 2024[2] so that the entire document will be fully gender neutral.

Update

The motion is closed as the request has been considered as part of the development of the governance review proposals.

2025 [3] RAMBLERS GB 90th ANNIVERSARY

The Scottish Council, on behalf of the members in Scotland, sends best wishes and congratulations to their fellow members throughout Great Britain in the Association’s 90th anniversary. It is hoped that during the coming 10 years, until the centenary, the Ramblers will be even more successful in all parts of Great Britain.

Update

The motion is closed as no further action is required.

2025 [4] PREVENTING THE LOSS OF FOOTPATHS BY ADDING CYCLE TRACKS TO THE DEFINITIVE MAPS

This General Council calls upon the Board of Trustees to campaign for legislation to oblige highway authorities to record Cycle Tracks on their Definitive Map and the associated Statements, to prevent footpaths from being deleted from the Definitive Map when they become Cycle Tracks. Meanwhile, the Ramblers should oppose all applications to convert footpaths into cycle tracks and instead seek to retain at least part of the legal width of the way as a footpath.

Update

We are aware of the importance of addressing the inconsistency in law i.e. the effect of removing public footpaths (and other public rights of way) from the Definitive Map (and therefore Ordnance Survey maps) where they are converted into cycle tracks. We are seeking to address this in the following ways:

- Initial representations in 2025 (led by Ramblers, signed by Open Spaces Society, Cycling UK, British Horse Society and the Byways and Bridleways Trust) to previous Active Travel Minister were unsuccessful. However, it did get the issue onto the radar of officials and discussions between DfT, Defra, Natural England and Active Travel England have taken place. DfT and Active Travel England in particular now realise, and are concerned, that the current legal situation will hamper their efforts to promote active travel in rural areas because of groups opposing cycle track conversions on the grounds that this will result in the loss of public right of way status.
- We will also be taking a lead on new written representations to the relatively new Active Travel Minister and we intend to broaden the list of signatories to include other stakeholders. This is designed to help support the internal efforts of officials within DfT to promote the need for legislative change.

2025 [5] OVERCOMING BARRIERS TO ACCESS

This General Council calls on the Board of Trustees to provide guidance for volunteers on how to achieve the most accessible option for structures on public paths. It further calls on the trustees to lobby for legislation which:

- a) creates a presumption that barriers to access on public paths should be adapted or removed unless the landowner can show good reason why they should not be,**
- b) gives highway authorities the power to enforce the most accessible option on public paths where a landowner has unreasonably refused permission to remove or adapt existing barriers to access, and**
- c) allows for heritage features (such as historic stone boundary-stiles and squeeze stiles) to be retained.**

Update

In England, we have a long-term goal to secure new ambitious Access to Nature legislation, of which a key element is the breaking down the barriers to accessing nature, including physical structures. Whilst maintaining this goal, we are also pursuing more immediate legislative opportunities to improve accessibility on public paths.

We continue to raise awareness and advise volunteers about accessible options via our Footpath Forum webinar series. This included a well-received presentation from Walk Colchester in January, about a local accessibility project. Colleagues from Disabled Ramblers are due to speak at the Footpath Forum in May. Alongside these events, new volunteer guidance on how to achieve the least restrictive option is in draft, and will be made available to volunteers by the end of March. We are also continuing to provide small grants for accessibility projects, via the Path Accessibility Fund. Applications for new projects opened in January, and we expect to make new awards in April, with works taking place over the summer.

In Wales, we have been successful in securing a new Sustainable Farming Scheme which obligates landowners as a baseline requirement to ensure ‘public rights of way are open, accessible and free to use and access is permitted on foot on all land identified as open access land’. The Scheme also provides for optional actions to enhance access. Replacing stiles with gates would be covered by this enhancement payment.

In advance of the Senedd elections in May 2026, we are also calling for the next Welsh Government to commit to triple funding for access improvements and to set a target for removing 10% of stiles

(approximately 2,300) over the next 4-year term. In advance of the Holyrood election, also in May, we are campaigning for a new £50million Scottish Paths Fund during the next 5-year parliament.

2025 [6] CLIMATE EMERGENCY ACTION

This General Council recognises that climate emergency, environmental and biodiversity degradation threaten the landscapes we cherish. To protect these areas, it is vital that Ramblers takes proactive systemic action on the climate emergency, aligning our mission with efforts to preserve and restore the environment and its natural inhabitants for future generations. Accordingly, this General Council calls on the Board of Trustees to propose amendments to the strategy to address these issues by the 2026 General Council AGM:

- 1. Acknowledgement and engagement with the Climate Emergency**
- 2. Environmental Stewardship**
- 3. Partnerships with Organisations**
- 4. Visible Action and Advocacy**
- 5. Monitoring and reporting on progress**

Update

As mentioned in the mid-year report, the Board of Trustees discussed the climate emergency action motion at its meeting on 17 June 2025. It reiterated its strategic commitment to making sure the Ramblers plays an active role in tackling the climate emergency. This commitment was strengthened in the strategy document in response to feedback from the General Council at its Extraordinary General Meeting in November 2023.

The Board is clear that the Ramblers are not experts in this field and nor is it our core charitable purpose. Therefore, the majority of our efforts in this space, as indicated in the strategy, need to be made in partnership with organisations with greater expertise and capacity than the Ramblers in relation to these matters.

The Board asked the staff team to focus on making meaningful our existing commitments, rather than making further changes to the strategy document itself. Specifically, the Board asked the staff team to focus on making more visible the actions we are already taking to support this cause and to signpost to further opportunities for members and volunteers to get involved locally. Below we provide an update on the progress made in the three main areas that trustees asked staff to focus on:

1. We have continued to make environmental action part of our existing work, particularly through our advocacy work in the three nations and through opportunities to work with partner organisations on initiatives which promote environmental protection. Initiatives the Ramblers have been involved since the mid-year motions report are appended.
2. We have proactively used our communication channels to encourage our supporters to take action on the climate emergency and share their stories with us. Our volunteer updates in recent months have featured a call for examples of all the fantastic work Ramblers volunteers do to protect the environment. Some brilliant examples have been shared, ranging from a personal commitment to cycle or use public transport to get to Ramblers' walks to the 'Wessex Wanderers Railway Walks' initiative which offers walks which start and finish at railways stations along the Bristol/Weymouth line. The more controversial topic of solar/battery developments in the countryside which can damage the natural environment and affect Rights of Way was also highlighted. The debate that surrounds renewable infrastructure, such as solar panels and wind turbines, was explored in the latest edition of Walk magazine in an article

Item 9 – Open motions report

about finding the balance between protecting the climate and the countryside. It engaged our readers and provoked discussion, with a range of views expressed about how to tackle the climate crisis.

3. We have refreshed our webpages on the environment to make clear our sustainability commitments and have signposted to opportunities to get involved in pro-environmental initiatives, such as citizen science initiatives, which aim to tackle the complex issues of climate change, pollution, and habitat destruction. We have also incorporated into our business plan a project to take forward our existing commitments on environmental sustainability. A key aim is to develop a means of reporting on our carbon emissions. We know that a big driver of our carbon footprint is the printing and distribution of Walk magazine. From 2026, Ramblers members will receive Walk magazine every four months, rather than every three months, which will have a positive impact on our carbon footprint.

Appendix

- Joined a coalition of organisations which are helping shape the London Mayor’s plans for clean and healthy waterways in the city. An action plan, expected to be published in the coming months, is likely to include the Ramblers as a lead delivery partner in improving access alongside waterways in London (as part of this wider initiative which seeks to improve water quality, nature restoration and improvement, and inclusion and engagement with London’s waterways).
 - Supported the Wildlife and Countryside Link ‘Clean Water Now’ campaign.
 - Supported the Better Planning Coalition response to the National Planning Policy Framework consultation.
 - Signed a Climate Cymru open letter to candidates for the forthcoming Senedd elections, which advocates for action to prevent further harm to people and nature from climate change.
 - Fed into Scottish Environment Link response to the Legislative Consent Memorandum on the UK Planning and Infrastructure Bill which affects energy infrastructure development.
 - Led on organising a Scottish Outdoor Access Network training day on climate resilient paths;
 - Responded to stage 1 of Natural Environment (Scotland) Bill (now passed) which sets nature targets and builds in climate as a priority for National Park Authorities.
 - Took part in Scottish Environment Link strategy session for the next parliament on how to prioritise climate and nature, with all the major NGOs.
 - Played lead role in managing coalition at stage 2 of the Land Reform (Scotland) Bill (now passed) on how it could better reflect climate and nature.
 - Signed joint letter from Scotlink to planning minister to uphold Loch Lomond and Trossachs National Park rejection of Lomond Banks Flamingo Land project - project now confirmed as rejected.
 - Hosted stall at Scotlink Nature Champions event at Parliament.
 - Over the dry spring and heatwaves, regularly amplified messages about fire risk based on changing weather patterns.
 - Took part in session on redesign of Nature Champs programme.
 - Participated in Scottish ministerial summit on wildfires in light of climate risk and impact on nature.
 - Participated in Revive conference on real land reform.
 - Protested lack of progress on climate / nature / access in Rural Support Plan through Scottish Environment Link food and farming group.
-

2025 [7] EMAIL SYSTEM FOR AREA AND GROUP OFFICERS TO CONTACT MEMBERS

This General Council is concerned by the lack of an integrated email sending solution for Area and Group officers which makes volunteers work harder and could potentially cause a data breach in the organisation. Council calls on the Board of Trustees to commission a suitable email sending solution as a matter of urgency.

Update

In response to this motion, the Board asked the Digital, Data and Technology (DDT) team to carry out a feasibility review. This involved substantial discovery work, including analysing volunteer survey feedback, speaking with volunteers across different roles and locations, comparing our approach with similar membership organisations, and looking at a range of third-party and in-house options.

The review concluded that none of the fully managed solutions we assessed met our needs at a reasonable cost, with acceptable levels of staff time or risk.

However, the Board recognises that the current support model is not working well for many Groups.

Following trustee feedback and further reflection, our focus has shifted. Instead of pursuing a large-scale replacement for the Insight Hub, we are now exploring whether a simpler, more proportionate interim solution could address the core problem. The current work is therefore more targeted: enabling Group officers to communicate securely and easily with their own members using existing membership data, without creating unnecessary complexity, cost, or solutions that are hard to maintain over time.

The DDT team is now considering streamlined approaches that build on the tools we already use to manage member information and our existing data governance safeguards. The aim is to reduce risk, improve volunteer confidence, and support the Step Up, Step Out project, which is focused on enabling volunteers to do their roles as effectively as possible.

As of 27 March, the DDT team is exploring the practical implementation of two systems already used by some Groups and originally developed by members. If these continue to prove viable after prototyping and stress-testing, they will be offered as additional options for sending Area and Group emails later this year.

2024 [5] BALANCE OF REPRESENTATION ON THE BOARD OF TRUSTEES

This General Council recalls that, in terms of a motion passed at its Annual General Meeting in 2023, the Board of Trustees was asked to review alternative approaches for future elections to the Board, and to bring proposals for consideration by the 2025 Annual General Meeting of General Council. Council urges the Board to ensure that, in any proposed alternative approaches, care is taken to ensure balance of representation throughout Great Britain. In particular, it should not be possible for the results of such election to be skewed by turnout in some parts of Great Britain being significantly higher than in other parts.

Update

The motion is closed as this request has been considered as part of the development of the governance review proposals.

2024 [4] REVIEW OF WALK ATTENDANCE REGISTER ON THE RAMBLERS APP

This General Council calls upon the Board of Trustees to review how the Walk Attendance Register in the Ramblers Mobile App is used and how it can be developed to be of further use to Groups.

Update

This motion was reviewed in mid-2025 but progression was dependent on clarifying the intended direction of the Group Walk Experience project and the organisation's broader approach to walk management, safety, and data handling. It was determined that the register requirements could not be defined in isolation from these wider considerations, and detailed development has therefore been deferred to the broader technical estate and operating model review under Project Future (commencing May 2026). Separately, in 2025, we focused on improving app performance and stability with our supplier, Zudu, agreeing an enhanced support model in July 2025 which has reduced reported bugs, although stability and technical resilience remain under active management.

2023 [5] WILD CAMPING AND OPPORTUNITIES FOR PUBLIC ACCESS TO NATURE AND GREEN SPACES FOR EVERYONE

This General Council deplores the outcome of the recent high court case which is that there is no right to wild camping on common land in the Dartmoor National Park. Council fears that this decision will be a deterrent to wild camping across England and Wales. Council calls on the board of trustees to support the campaign to restore the right to wild camping on Dartmoor, and to explore how the same right might best be extended to other suitable areas in England and Wales to improve the opportunities for public access to nature and green spaces for everyone.

Update

The Ramblers has been supportive of the campaign to restore the right to wild camp on Dartmoor. The case has been heard in the High Court, the Court of Appeal, and went to the Supreme Court for final determination in October 2024. In May 2025, the Supreme Court upheld the legal right to wild camp on Dartmoor and, as such, this motion is closed.

2023 [1] BOARD OF TRUSTEES ELECTIONS

This General Council considers that the Ramblers should move towards implementing a democratic voting system for future elections to the board of trustees. Council therefore asks the board to review alternative approaches, including one member one vote, and bring proposals for consideration by the 2025 Annual General Meeting of General Council.

Update

The motion is closed as the request has been considered as part of the development of the governance review proposals.



2026 COUNCIL MEMBER MOTIONS

Motion		Submitted by
2026 [1]	Members' allocation to Ramblers' Groups and Areas	Wiltshire & Swindon Area
2026 [2]	Modification of Walk Leader to Walkers ratios	Oxfordshire Area
2026 [3]	Guidance on addressing complaints of unacceptable behaviour and sexual harassment on Group walks	Merseyside and West Cheshire Area

2026 [1] MEMBERS' ALLOCATION TO RAMBLERS' GROUPS AND AREAS

This General Council is concerned that many members are not affiliated to a local Group and may therefore not be fully aware of the walking, volunteering or social activities available to them. General Council therefore calls on the Board Trustees to remove the Area Group (Group 96) membership option from an Area that does not organise activities at Area level if that Area requests it. Existing members currently allocated only to the Area Group in that Area should also be allocated to their local Group.

Submitted by Wiltshire & Swindon Area

Background notes from Area

Wiltshire & Swindon Area currently has over 140 members (~10% of the total membership for the Area) who are not assigned to an active Group, of which there are five covering Wiltshire and Swindon. Nationally around 18% of new members do not join a group at the point of joining Ramblers.

These members are in effect disconnected from local Ramblers activities which are organised by Groups only in this Area. While many walks are published on Ramblers websites, other volunteering and social activities are not. These members are therefore less able to benefit from the full range of membership activities, do not receive Group communications, and are in effect invisible to their local active Group(s) as such Groups are to some extent to them.

The wording of the above motion takes into account that in some locations Areas may organise more activities, and membership at that level may be more appropriate.

Relevant clauses in Ramblers Standing Orders: B7 The board of trustees will also be responsible for: (g) allocating affiliated local organisations and individual members to areas, and individual members to groups or areas;

2026 [2] MODIFICATION OF WALK LEADER TO WALKERS RATIOS

This General Council believes that the recommended Walk Leader to Walker ratios specified in the Walk Leaders Handbook are too restrictive and are not representative of the actual ratios used by our Walk Leaders. General Council therefore urges the Board of Trustees to carry out a survey of Groups to determine what ratios are successfully used by our Walk Leaders, and to modify the Walk Leaders Handbook to reflect this.

Submitted by Oxfordshire Area

Background notes from Area

The Walk Leaders Handbook recommends ratios of Walk Leader to Walkers of between 1:10 and 1:4 depending on the grade of walk. We feel that these ratios are too restrictive and do not align with current safe walking as practised by the majority of our walk leaders. It is important that the Handbook reflects actual practice. Some Walk Leaders have concerns that the Ramblers insurance may be invalidated if they are not meeting the ratios in the Handbook and walkers may be concerned that their leader is not meeting the recommendations.

Typically, our leaders appoint a backmarker if the number of walkers gets into double figures up to perhaps 15. The majority of walkers on Ramblers walks regularly walk with the Group, know the local area and the leader is aware of their capabilities and experience. More challenging walks tend to attract more experienced and better-equipped walkers whereas easier walks attract a wider range of abilities. There will be some instances where a lower ratio of Walk Leader to Walkers is required, such as introductory walks for new members, and walking festivals, and this should be mentioned in the handbook. We also have been in touch with another walking organisation, who mention similar ratios.

As the UK's biggest walking organisation Ramblers should be relying on its vastly experienced walk leaders' advice on the Walk Leader to Walkers ratio required to deliver walks safely.

2026 [3] GUIDANCE ON ADDRESSING COMPLAINTS OF UNACCEPTABLE BEHAVIOUR AND SEXUAL HARASSMENT ON GROUP WALKS

This General Council calls on the Board of Trustees to provide guidance for Areas, Groups and Walk Leaders on addressing complaints of unacceptable behaviour and sexual harassment on group walks, other group events and on social media platforms.

Submitted by Merseyside and West Cheshire Area

Background notes from Area

We want group walks to be inclusive and enjoyable for all. Many walkers join group walks to discover new places to walk and to meet people safely and inappropriate behaviour undermines this. Some join a group seeking romantic relationships, which can lead to behaviour on walks which could constitute sexual harassment. There have been incidents on walks where members have behaved in ways that have made other walkers feel uncomfortable, to the extent that walkers have either made a complaint and/or left a group.

Sexual harassment is a social issue which has permeated walking and can discourage walkers (particularly females) from gaining the wellbeing benefits of group walking. Walk magazine mentions

that Ramblers have supported walks to encourage women into walking specifically with women only groups. This can help women feel safer and is a positive step in supporting women who are less confident to get involved in walking. However, it does not fully address the challenge of some walkers' behaviour making other walkers feel uncomfortable on walks.

We have consulted the Ramblers' safeguarding procedure and Liverpool Ramblers' complaints procedure. However, the guidance these offer for supporting walkers in these situations is insufficient; this particularly applies to female walkers, although males can be targeted as well. More robust guidance will help Area and Group committees and Walk Leaders alike to deal with such inappropriate behaviour and will thereby help make group walking a better experience for all.

MOTION DEBATE PROCESS

- 1 The proposer of the motion** may speak for up to 7 minutes. **The seconder** may speak for up to 4 minutes.

Are there any amendments to the motion? The proposer indicates whether they wish to accept any amendments – if Council agrees then there is no debate on that amendment and it becomes part of the motion.

Yes: move to stage 2 No: move to stage 3

- 2 The proposer of the amendment** may speak for up to 4 minutes. **The seconder** may speak for up to 4 minutes.

The Chair calls speakers from the floor to debate the amendment. Each may speak for up to 4 minutes. They must speak only on the amendment. The chair has discretion on how many speakers to call. However, any Council member who has not yet spoken in the debate may propose at any time 'that the question now be put' and, if agreed by a simple majority, the debate will end.

At the end of the debate, the proposer of the main motion may respond (up to 4 minutes) to the debate on the amendment. This is followed by a vote. If the amendment is accepted, it becomes part of the **substantive motion**.

- Are there any further amendments (not accepted) to this motion?
Yes: repeat stage 2 No: move to stage 3

- 3 The Chair calls speakers from the floor to discuss the substantive motion** i.e. the motion as amended or not. Each may speak for up to 4 minutes. The chair has discretion on how many speakers to call.

However, any Council member may propose at any time that the motion be remitted to the Board of Trustees. If this is agreed by a simple majority, debate will end without the motion itself being put to the vote.

Debate can also be ended if any Council member who has not already spoken in the debate proposes that "the motion now be put" and this is agreed by a simple majority. This would be followed by a vote on the motion itself.

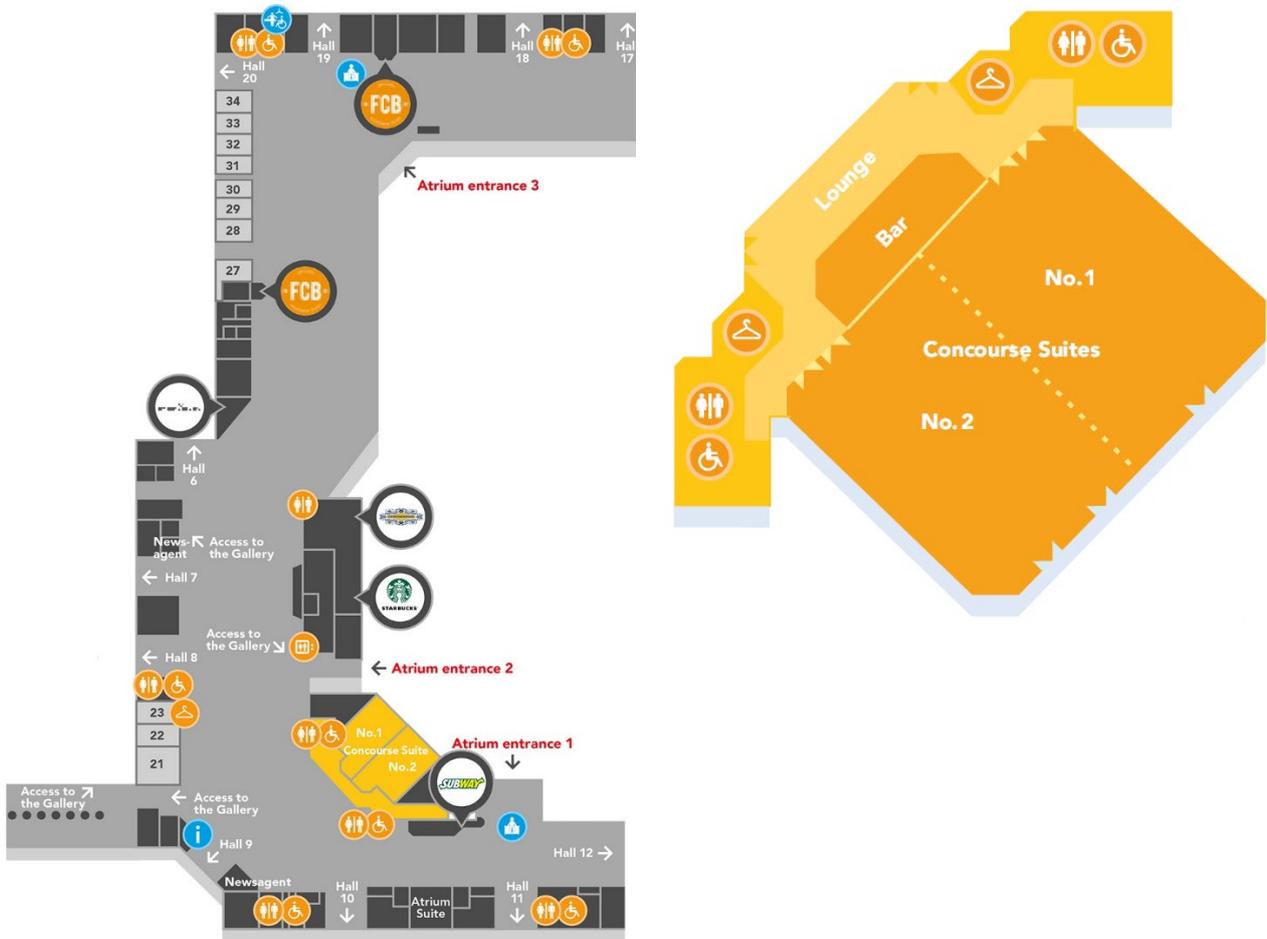
- 4 At the end of the debate, the proposer of the motion may respond to the debate** for up to 4 minutes. The proposer of the motion must not introduce new points into the discussion in exercising this right of reply.

This is followed by a vote. A simple majority is required, except for a change requiring a special resolution (e.g. to amend the Articles), when 75% of those Council members voting must be in favour.



VENUE INFORMATION

- The AGM will take place in the Concourse Suite which is in the Atrium (east) side of the NEC, next to halls 8, 9 and 10.
- The Concourse Suite is a 10 to 15 minute walk from Birmingham International station through the NEC via the Skywalk.
- The NEC is clearly signposted from all motorways and major routes including the M42, M40 and M6, please use postcode B40 1NT. Free car parking is provided in the North 1 carpark, accessed via Gate 3. Once in the parking spaces, exit is via Automatic Number Plate Recognition (ANPR) – please ensure you validate your parking at the Ramblers registration desk.
- Detailed venue maps can be downloaded from <https://thenec.co.uk/downloads>.
- Accommodation, for those who requested it, is in the [ibis Styles Birmingham NEC](#), which is a five minute walk from Birmingham International station and the NEC itself (but at the other end from our meeting venue). If you have not received confirmation of accommodation, please contact simon.kellas@ramblers.org.uk.



Information about the AGM will be shared at www.ramblers.org.uk/about-us/general-council or if you have any questions please contact Simon Kellas at simon.kellas@ramblers.org.uk.



PROXY FORM

All Council members have the right to appoint a proxy to attend the AGM and vote on their behalf. To appoint a proxy, please send this completed proxy form by email to simon.kellas@ramblers.org.uk or by post to the London office: Ramblers (General Council AGM), 13 Dirty Lane, London SE1 9PA .

We strongly recommend that proxy forms are sent by email to simon.kellas@ramblers.org.uk for immediate confirmation of receipt.

The deadline for delivery of proxy forms by (as set out in the notice to the 25 April 2026 AGM) is 5pm on Wednesday 22 April 2026. Any forms returned after the deadline will be deemed invalid.

- If you wish to change your proxy instructions, you can submit another proxy appointment in the way indicated above. The appointment received last before the latest time for the receipt of proxies will take precedence.
- If you wish to revoke your proxy instructions, you can send signed notice to us, clearly stating that the instructions are revoked. The revocation must be received by before the start of the AGM.
- Appointment of a proxy does not preclude you from attending the meeting and voting yourself. If you have appointed a proxy and you attend the meeting and cast a vote yourself, your proxy is no longer entitled to vote for you.
- You can download a copy of this form from www.ramblers.org.uk/about-us/general-council

I, the undersigned, _____ (name)

being a member of General Council entitled to vote at General Council meetings hereby appoint (please tick)

the Chair

or

_____ (name of appointed person) of

_____ (address)

as my proxy to vote on my behalf at the Annual General Meeting of General Council to be held on Saturday 25 April 2026 at 10.30am and at any adjournment of that meeting. I direct such proxy to vote in the manner specified overleaf.

Signed: _____ Date: _____

AGM BUSINESS

Vote for each item of business with an “X”.

Item	For	Against	Abstain
Approval of minutes of 2025 AGM			
Appointment of President			
Appointment of Vice Presidents			
Appointment of Auditor			
Special Resolution			
Adoption of new Articles and Standing Orders (Governance Review)			
Council member motions			
1. Members’ allocation to Ramblers’ Groups and Areas			
2. Modification of Walk Leader to Walkers ratios			
3. Guidance on addressing complaints of unacceptable behaviour and sexual harassment on Group walks			

BOARD OF TRUSTEES ELECTION: ORDINARY MEMBER (THREE VACANCIES)

Vote for **up to three** candidates with an “X”. Please note that if you vote for more than three candidates none of your votes will be counted.

SORAYA BOWEN	
ROBERT CRAIG	
HEATHER HEATHFIELD PORTER	
MATT MALLINDER	
LINDEN MUIRHEAD	
FLORENCE ORBAN	
FRANCES QUIRK	
YVONNE REDDICK	
DAVID ROGERS	
PHOEBE TAPLIN	
ANDY WRIGHT	