



## **GOVERNANCE REVIEW PROPOSALS FINAL UPDATES TO THE ARTICLES AND STANDING ORDERS**

Following the online member session on 4 March - held to review the draft Articles and Standing Orders with input from our legal adviser - a number of refinements were made in direct response to the thoughtful comments and suggestions received. We are grateful to everyone who took the time to review the documents and share their views. The final updates are summarised below.

### **Articles and Standing Orders: Resolutions at general meetings**

Members raised several questions about the rights of members to call general meetings and propose resolutions. To provide greater clarity, the Standing Orders (at SO14) have been updated to set out the process by which at least 100 members can propose a resolution to the AGM. This is in addition to the existing Companies Act process for requisitioning a meeting.

### **Articles and Standing Orders: Member Forums**

#### Commitment to consultation

In response to feedback requesting that the commitment to Member Forums be embedded in the Articles as well as the Standing Orders, an additional clause has been added (SO 22.18). This establishes Member Forums as a formal mechanism for consultation and structured engagement between members, trustees and staff.

This also reflects comments asking for a clearer reference in the Articles to the Board working in consultation with members.

#### Clarifying “outputs” from Forums

Several members asked for clearer wording on what is expected to come out of Forum discussions. We have therefore clarified the language, which was not consistent, and amended the documents to state that the Board will be required to review and report on “recommendations” made by the Forums, including outcomes of debates and discussions.

#### Vice President attendance

Following a member suggestion, the Standing Orders now confirm that Vice Presidents are entitled to a guaranteed place at one Forum each year.

#### Flexi-Group attendance

Similarly, Flexi-Groups will now be entitled to a guaranteed place at one Forum each year.

### **Standing Order 22: Flexi-Groups**

Members noted that Flexi-Groups had not previously been referenced in the Articles or Standing Orders. Flexi-Groups are not formally constituted Groups and operate under rules set by the Board from time to time.

For clarity, we have now included text confirming that Flexi-Groups may be established by Areas or the Trustees to support the Charitable Objects. As noted above, a Flexi-Group will also be entitled to a guaranteed place at a Forum each year.

#### **Article 18.7: Board power to remove a trustee**

Members expressed concern that the Board's power to remove a trustee did not include any safeguards. We have therefore introduced an additional clause confirming that any such decision must be taken in what the Trustees reasonably consider to be the best interests of Ramblers. A resolution to remove a trustee also requires an increased quorum of at least two-thirds of the trustees (normal quorum is 50%).

#### **Standing Orders: Trustee appointments and regional balance**

A consistent theme in the feedback was the importance of ensuring geographical balance on the Board. The Standing Orders have been updated to clarify that, when determining Board recruitment requirements, the Board will consider the skills and experience represented on the Board and address any identified gaps – including strengthening diversity, with particular regard to geographic representation and other relevant socioeconomic or demographic characteristics.

#### **Standing Order 16.2 Area and Group Membership**

The previous wording referred to members being initially allocated to Groups based on postcode boundaries. As Ramblers now uses "centre points" rather than postcodes, this section has been updated to refer to geographical location instead. NB Members retain the right to request to change their Group or Area.

#### **Article 22.12: Area relationship with Groups**

Some members noted a loss of clarity about Area powers in the revised drafting. This was an unintentional oversight, as there has been no intention to change the relationship between Areas and Groups. The Articles have been updated to restate (as they currently do) that:

- Groups may be established by Areas or Trustees.
- Each Group is responsible to, and represented on, the governing body of the Area of which it forms part.

#### **Standing Orders: 19.4 – Area and Group reporting**

Members highlighted that the wording in our current Articles does not reflect actual practice. To address this while retaining the necessary compliance requirements, the section has been revised. The new wording states that each Area and Group must appoint a Finance Officer who is responsible for maintaining proper financial records in accordance with the published guidance. This provides flexibility in our financial and compliance processes, while maintaining the formal reporting required of Groups and Areas.

#### **Standing Orders: Area and Group model constitutions**

No changes are being made at this stage other than references to other Standing Order numbers. While we recognise that the Area model constitution contains provisions that could

be updated (e.g. references to appointing Council members), these will be considered as part of the proposed review of Area and Group structures later this year.

#### **Article 9.1: References to “rules”**

The wording has been clarified to make clear that the “rules” referenced in this clause are the Standing Orders, not an additional set of rules created by the Trustees.

#### **Article 24.2: General Meetings**

This clause has been clarified to confirm that the threshold for certain member processes under the Companies Act has been amended from 5% of the membership to 100 members.

#### **Articles 6: Dissolution clause**

Members noted that the dissolution clause contains references to General Council and Council members. This clause cannot be updated at this stage because changes to the dissolution clause constitute a regulated alteration requiring prior Charity Commission consent – a process likely to take at least six months. The current wording has therefore been retained, but the appended schedule clarifies that a “General Council meeting” in this context refers to a general meeting of the members.

#### **Board quorum**

We have confirmed that the quorum for a Board meeting will be five trustees or 50% of trustees in place at any time (whichever is the higher).

#### **Additional procedures**

Some members suggested creating optional procedures or supplementary documentation. The Board commits to provide additional procedural and practical guidance where helpful.