

THE COMPANIES ACTS 1985 AND 1989

Association Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF
THE RAMBLERS' ASSOCIATION

We, the people whose names, addresses and descriptions are written below, wish to form into a Association with this Memorandum of Association.

Signatures, addresses and occupations of Subscribers

Reh Skypa

81 New Street Hill

Bromley

BR1 5BA

Chartered Engineer Retired

Catherine M. MacKay

10, St. Albans Close,

Sheffield S10 4DJ.

Housewife / Part-time lecturer.

Dated this 11th day of May 2002

Witness to the above signatures

Name N.J. Barrett

Address ~~Chief Executive~~ 20 Stanbridge Road, London, SW15 1D

Occupation Chief Executive.

ARTICLES OF ASSOCIATION

THE COMPANIES ACTS 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE RAMBLERS' ASSOCIATION

(as amended on 17 April 2021)

1. **Name of company**

The name of the company is **The Ramblers' Association**, called in this document "*Ramblers*".

2. **Registered office**

The registered office of *Ramblers* will be in England and Wales.

3. **Objects of Ramblers**

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.

4. **What Ramblers may do**

4.1 *Ramblers* may do anything lawful that may be necessary to promote its objects. These powers include (but are not limited to) the following:

- (a) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment, the buildings and any other premises, structure, or land which *Ramblers* may need for its objects;

ARTICLES OF ASSOCIATION

- (b) to employ and pay any staff and engage professional or other advisers;
- (c) subject to any consents required by law to raise funds and borrow monies, invite and receive contributions or grants or enter into contracts, seek subscriptions or raise monies in any other way;
- (d) subject to any consent required by law to buy, take on a lease, sell, lease or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity; (in exercising this power *Ramblers* must comply as appropriate with the Charities Act 2011);
- (e) to promote, encourage or undertake study or research and disseminate the results of such;
- (f) to produce, print and publish anything in written, oral, visual or electronic media;
- (g) to provide or procure the provision of services, training, consultancy, advice, support, counselling and guidance;
- (h) to promote and advertise *Ramblers'* activities;
- (i) to invest any money that *Ramblers* does not immediately need in any investments, securities or properties;
- (j) to undertake any charitable trust or any charitable agency business which may promote *Ramblers'* objects;
- (k) to make all reasonable and necessary provision for the payment of pensions and other benefits to or on behalf of employees and their wives, husbands, civil partners and dependants;
- (l) to trade in the course of carrying out the objects of *Ramblers* and carry on any other trade which is not expected to give rise to taxable profits;
- (m) to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the objects of *Ramblers* through trading and to establish the same either as wholly owned subsidiaries of *Ramblers* or jointly with other persons, companies, government departments or local authorities and to finance the same if the members of the *board of trustees* see fit by way of loan or share subscription on commercial terms provided that *Ramblers* will seek professional legal advice before financing such companies;
- (n) to establish, support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (o) to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which *Ramblers* is authorised to join, and perform any of their engagements;

ARTICLES OF ASSOCIATION

- (p) to transfer any of *Ramblers'* property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which *Ramblers* is authorised to join;
- (q) to open and operate banking accounts and other banking facilities;
- (r) to enter into any arrangements with any governments, authorities or any person or association necessary to promote any of *Ramblers'* objects;
- (s) to insure any risks arising from *Ramblers'* activities;
- (t) to insure the *board of trustees* against the costs of a successful defence to a criminal prosecution brought against them as members of the *board of trustees* or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the members of the *board of trustees* concerned were reckless or knew the act or omission was a breach of trust or breach of duty;
- (u) to make such ex gratia payments as are considered reasonable and fair and, if required, with the consent of the Charity Commission;
- (v) to delegate upon such terms and at such reasonable remuneration as *Ramblers* may think fit to professional investment managers ("the managers") the exercise of all or any of its powers of investment provided always that:
 - (i) the investment policy is set down *in writing* for the managers by the *board of trustees*;
 - (ii) timely reports of all transactions are provided to the *board of trustees*;
 - (iii) the performance of the investments is reviewed regularly with the *board of trustees*;
 - (iv) the *board of trustees* is entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangements are reviewed regularly;
 - (vi) all payments due to the managers are on a scale or at a level which is agreed in advance and are notified promptly to the *board of trustees* on receipt; and
 - (vii) the managers must not do anything outside the powers of *Ramblers*.
- (w) to arrange for investments or other property of *Ramblers* to be held in the name of a nominee or nominees and pay any reasonable fee required.

4.2 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.

ARTICLES OF ASSOCIATION

5. **Use of income and property**

- 5.1 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 member of the *board of trustees* 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'.

6. **Allowed payments**

- 6.1 *Ramblers* may pay:

- (a) reasonable and proper payment to any officer or servant of *Ramblers* who is not a member of its *board of trustees* for any services to *Ramblers*;
- (b) interest on the money lent by any *member* of *Ramblers* or its *board of trustee*; the annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3%, whichever is the greater;
- (c) reasonable out-of-pocket expenses to any member of the *board of trustees*;
- (d) reasonable and proper payment to a company of which a member of the *board of trustees* holds not more than a hundredth of the capital;
- (e) reasonable and proper rent of premises demised or let by any *individual member* or *council member* or member of the *board of trustees*;
- (f) all reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in the *articles of association*;
- (g) in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no *council member* or member of the *board of trustees* 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.

7. **Limited liability**

- 7.1 The liability of the *council members* is limited.

8. **Guarantee by members of Ramblers**

- 8.1 Every *council member* of *Ramblers* agrees to contribute to *Ramblers* £1 or any smaller amount required if:

- (a) *Ramblers* is wound-up while he or she is a *council member* or within a year afterwards; and
- (b) *Ramblers* has debts and liabilities, which it cannot meet out of its assets.

ARTICLES OF ASSOCIATION

9. **Rights of inspection by members**

- 9.1 A copy of the *articles of association* and the *standing orders* of *Ramblers* must be available for inspection at the *office*.

10. **Organisation**

- 10.1 *Ramblers* is composed of:

- (a) *council members* (as defined in Article 18.2), who have the rights given to company members under the *act*; and
- (b) *individual members* (other than *council members*), *affiliated local organisations*, *affiliated national organisations* and *affiliated overseas organisations*, who are not company members under the *act*.

- 10.2 *Ramblers* will function through the *general council*, *board of trustees*, *constituent parts*, *areas*, *groups*, and through other elements of *Ramblers* that the *board of trustees* may from time to time decide to establish.

- 10.3 *Ramblers* does not affiliate to any political party and is non-sectarian in religion. It supports equality and does not discriminate on the grounds of race, gender, sexuality, disabilities, religious or political persuasion or other opinion.

11. **Constituent parts**

- 11.1 *Constituent parts* may be established by the *board of trustees*, subject to the approval of the *general council*. They will be responsible for carrying out the objects of *Ramblers* in their prescribed territories.

- 11.2 Each *constituent part* will have as much authority and responsibility as may be agreed between the *board of trustees* and the *constituent part*.

- 11.3 The terms and conditions of a *constituent part's* authority will be agreed between the *board of trustees* and each *constituent part* and will be set out in a *memorandum of authority*.

- 11.4 Each *constituent part* will adopt a constitution for the governance of its affairs which may be accompanied by its own standing orders for the conduct of its meetings and governance. The constitution and any standing orders will not be valid unless they have been ratified by the *board of trustees*.

- 11.5 Each *constituent part* will elect its own officers.

- 11.6 Each *constituent part* must not amend its constitution and standing orders unless such amendment has been approved by the *board of trustees*.

- 11.7 The *board of trustees* may by a resolution passed by at least 75% of those present and voting at a properly convened meeting recommend to the *general council* that it should cancel recognition of a *constituent part*.

- 11.8 Cancellation under clause 11.7 will only be effective if, following the trustees' resolution, at least 75% of the *council members* present and voting at a properly convened meeting agree

ARTICLES OF ASSOCIATION

to accept the recommendation of the *board of trustees*. If recognition is cancelled, all assets, funds, documents and records of the *constituent part* will transfer to *Ramblers*.

12. Areas

12.1 *Areas* will be established by the *board of trustees* and will be responsible for carrying out the objects of *Ramblers* in their prescribed territories.

12.2 *Areas* must follow the *articles of association*, *standing orders* and the policy of *Ramblers* and the decisions of the *board of trustees*. For the purposes of this Article, policy of *Ramblers* means any policy established by a *council members' motion* approved by the *general council* (but excluding any motion which the *board of trustees* chooses not to comply with as permitted by Article 19.6) or derived from a strategic plan approved by the *general council* in accordance with Article 23.4 (or implemented by the *board of trustees* without *general council* approval as permitted by Article 23.4).

12.3 *Areas* must adopt a constitution which is substantially similar to the model constitution included in the *standing orders*. *Areas* must submit a copy of their proposed constitution to the *board of trustees* for approval.

12.4 An *area* established by the *board of trustees* is incorporated within *Ramblers* and is not an independent organisation. Any assets or funds of an *area* that are held by its council (or other governing body) or *members* on behalf of the *area* will belong to *Ramblers*. Where an *area* is dissolved, its assets and funds will immediately transfer to *Ramblers*.

12.5 *Areas* are not permitted to seek publicity on national issues unless it conforms with the policy of *Ramblers* (as defined in Article 12.2) on the particular matters or, in the absence of such policy, the prior consent of the *board of trustees* has been obtained.

12.6 *Areas* must provide *Ramblers* with copies of the following by 31 March in each year:

- (a) the *area* annual report;
- (b) the *area* income and expenditure accounts for the preceding financial year;
- (c) a balance sheet showing the assets and liabilities at the end of the financial year; and
- (d) a copy of the report of the *area's* independent examiner.

12.7 The *board of trustees* may decide to dissolve or suspend an *area* by a resolution passed by at least two-thirds of those present and voting at a properly convened meeting if:

- (a) the *area* breaches any provisions of the *articles of association*, the *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 of trustees* to do so sent to the honorary officers of that *area*; or
- (b) the *board of trustees* believes that the *area* is not acting in the lawful interests of *Ramblers*.

The exercising of this power by the *board of trustees* is on the basis that:

ARTICLES OF ASSOCIATION

- (i) the honorary officers of the *area* are given at least 14 days' notice *in writing* of the meeting of the *board of trustees* at which the dissolution or suspension is to be proposed along with the reasons for the dissolution or suspension; and
- (ii) one honorary officer of the *area* is entitled to attend the meeting and make oral representations on behalf of the *area* to the *board of trustees* before the decision is voted upon; and
- (iii) the *board of trustees* will also consider any written representations from the *area*, (which must be received by the chief executive of *Ramblers* by the date specified in the notice sent to the *area* honorary officers), before the decision is voted upon.

Provided that the above procedure is followed, the dissolution or suspension of the *area* will immediately come into effect on the date provided by the *board of trustees* in the written notice of its decision given to the honorary officers of the *area*. If no date is given in the notice then it will come into effect on the date of the notice itself.

Upon dissolution, the *area* must stop all of its activities that are carried out on behalf of *Ramblers*. On suspension the *board of trustees* may impose any conditions it wishes.

12.8 At least two-thirds of the members of the *board of trustees* voting at a properly convened meeting may resolve to dismiss or suspend a member of the council (or other governing body) or of a sub-committee of an *area* from that council (or other governing body) or sub-committee if:

- (a) the *board of trustees* believes that the member is not acting in the lawful interests of *Ramblers*; or
- (b) as a result of the member's actions or omissions, the *area* breaches, or he or she breaches, any provisions of the *articles of association*, the *standing orders* or constitution of the *area* and he or she fails to remedy the breach (if capable of remedy) within 30 days of receiving a written request from the *board of trustees* to do so.

The exercising of this power by the *board of trustees* is on the basis that:

- (i) the member is given at least 14 days' notice *in writing* of the meeting of the *board of trustees* at which the dismissal or suspension is to be proposed along with reasons for the dismissal or suspension; and
- (ii) the member is entitled to make written representations (which must be received by the date specified in the notice of the meeting sent to him or her) and oral representations in person to the *board of trustees* before the decision is voted upon.

Provided that the above procedure is followed, the dismissal or suspension of the member from the council (or other governing body) of that *area* or of one of its sub-committees, will immediately come into effect on the date provided by the *board of trustees* in the written notice given to the member of its decision. On suspension the *board of trustees* may impose

ARTICLES OF ASSOCIATION

any conditions it wishes.

13. **Groups**

13.1 *Groups* may be established by *areas* or the *board of trustees* to carry out the objects of *Ramblers*.

13.2 *Groups* must conform to the *articles of association* 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 the model constitution for *groups* included in the *standing orders* and which is approved by the governing body of the *area*.

13.3 A *group* established under the *articles of association* is incorporated within *Ramblers* and is not an independent organisation. Any assets or funds of a *group* that are held by its committee (or other governing body) or *members* on behalf of the *group* will belong to *Ramblers*. Where a *group* is dissolved, its assets and funds will immediately transfer to the *area* of which the *group* forms part.

13.4 *Groups* are not permitted to seek publicity on *area* or national issues unless it conforms with the policy of *Ramblers* (as defined in Article 12.2) on the particular matters or the prior consent of the governing body of the *area*, or of the *board of trustees* for national issues, has been obtained.

13.5 By no later than 31 March in each year *groups* must:

- (a) forward to the treasurer of the *area* and to *Ramblers* copies of the *group* income and expenditure accounts for the preceding financial year and a balance sheet showing the assets and liabilities at the end of the financial year, together with a copy of the report of the *group's* independent examiner; and
- (b) forward to the secretary of the *area* a copy of the *group* annual report for the preceding financial year.

13.6 The council or other governing body of an *area* may decide to dissolve or suspend a *group* based within its *area* by a resolution passed by at least two-thirds of those present and voting at a properly convened meeting if:

- (a) the *group* breaches any provisions of the *articles of association*, the *standing orders* or its constitution and fails to remedy the breach (if capable of remedy) within 60 days of a written request from the council or other governing body of that *area* to do so addressed to the honorary officers of that *group*; or
- (b) the council or other governing body of that *area* believes that the *group* is not acting in the lawful interests of *Ramblers*.

The exercising of this power is on the basis that:

- (i) the honorary officers of the *group* are given at least 14 days' notice *in writing* of the meeting of the council or other governing body of that *area* at which the dissolution or suspension is to be proposed along with the reasons for the dissolution or suspension; and

ARTICLES OF ASSOCIATION

- (ii) one honorary officer of the *group* is entitled to attend the meeting and make oral representations on behalf of the *group* to the council or other governing body of that *area* before the decision is voted upon; and
- (iii) the council or other governing body of the *area* will also consider any written representations from the *group* (which must be received by the *area* honorary officers by the date specified in the notice sent to the *group* honorary officers) before the decision is voted upon.

Provided that the above procedure is followed, the dissolution or suspension of the *group* will immediately come into effect on the date provided by the council or other governing body of the *area* in the written notice of its decision given to the honorary officers of the *group*.

13.7 Upon dissolution, the *group* must stop all of the activities that are carried out on behalf of *Ramblers*. On suspension the council or other governing body of the *area* may impose any conditions it wishes.

13.8 At least two-thirds of the members of the council or other governing body of the *area* present and voting at a properly convened meeting may resolve to dismiss or suspend a member of the committee (or other governing body of a *group*) or of a sub-committee of a *group* based within its territory if:

- (a) the council or other governing body of the *area* believes he or she is not acting in the lawful interests of *Ramblers*; or
- (b) as a result of a member's actions or errors, the *group* breaches, or he or she breaches, any provisions of the *articles of association*, the *standing orders* or constitution of the *group* and he or she fails to remedy the breach (if capable of remedy) within 30 days of receiving a written request from the council or other governing body of the *area* to do so.

The exercising of this power is on the basis that:

- (i) the member is given at least 14 days' notice of the meeting of the council or other governing body of the *area* at which the dismissal or suspension is to be proposed along with the reasons for the dismissal or suspension; and
- (ii) the member is entitled to make written representations (which must be received by the date specified in the notice of the meeting of the council or other governing body of the *area* sent to him or her) and oral representations in person to the council or other governing body of the *area* before the decision is voted upon.

Provided that the above procedure is followed, the dismissal or suspension of the member will immediately come into effect on the date provided by the council or other governing body of the *area* in the written notice given to the member of its decision. On suspension the council or other governing body of the *area* may impose any conditions it wishes.

13.9 If the council or other governing body of an *area* does not dissolve or suspend a *group* based within its territory or dismiss or suspend a member of the committee (or other governing body or of a sub-committee of the *group*) where the *board of trustees* believes

ARTICLES OF ASSOCIATION

that the council or other governing body of the *area* has grounds to do so under Articles 13.6 or 13.8, the *board of trustees* may exercise the powers in Articles 13.6 or 13.8 on the basis that the words "*board of trustees*" are substituted for "council or other governing body of the *area*".

- 13.10 If the council or other governing body of an *area* fails to comply with a policy of *Ramblers*, or with a decision of the *board of trustees* requiring action by the *area*, in relation to a *group* within its territory, the *board of trustees* may direct the committee or other governing body of the *group* to comply.

14. **Registers of members**

- 14.1 *Ramblers* must keep at the *office* a register of *council members* showing their name, address and the dates on which they became and ceased to be *council members*.
- 14.2 *Ramblers* will also keep a register of *individual members*, *affiliated national and local organisations* and *affiliated overseas organisations*.

15. **Membership**

- 15.1 Subject to the approval of the *board of trustees*, membership (as distinct from council membership) is open to:
- (a) individuals, who may apply to join *Ramblers* as *individual members*; two people living at the same address may apply to join *Ramblers* as joint *individual members*;
 - (b) organisations, that may apply to affiliate to *Ramblers* in the following categories:
 - (i) *affiliated local organisations* operating in a territory smaller than that of an *affiliated national organisation*;
 - (ii) *affiliated national organisations* operating in the whole or greater part of the *United Kingdom* or of the territory of a *constituent part*; and
 - (iii) *affiliated overseas organisations* established in a territory outside the *United Kingdom* covering the whole or greater part of any such territory.

In the case of doubt, the *board of trustees* will decide on the appropriate category for any organisation applying to affiliate to *Ramblers*.

- 15.2 It is a condition of individual membership of *Ramblers* that the *individual member* agrees to respect the countryside, especially its beauty and wildlife, and to promote access to it on foot.

Affiliated local organisations agree to circulate *Ramblers'* recruitment material to their members at least once a year, unless the *areas* to which they belong decide otherwise.

All organisations applying to affiliate to *Ramblers* agree that while affiliated they will:

- (a) do nothing which is contrary to or in conflict with the *articles of association* (including in particular the objects) and the *standing orders*; and

ARTICLES OF ASSOCIATION

- (b) support the objects of *Ramblers*.
- 15.3 The board of trustees may determine policies and procedures to permit the temporary suspension of some or all of the rights and privileges, as defined in Article 17.1, of a member or members, when such temporary suspension is considered necessary to protect the lawful interests of *Ramblers*.
- 15.4 The *board of trustees* has the power to pass a resolution to expel any *member* admitted in accordance with Article 15.1 if it believes that the lawful interests of *Ramblers* require the *member's* expulsion. The resolution to expel must not be passed unless:
- (a) the *member* has been given at least 14 days' notice *in writing* that the resolution is to be proposed, specifying the alleged reasons or circumstances to justify the expulsion;
 - (b) the *member* has been given reasonable opportunity to be heard by or make written representations to the *board of trustees* before the decision is voted upon; and
 - (c) not less than two-thirds of the members of the *board of trustees* present and voting vote in favour of the expulsion.
- The board of trustees, in its sole discretion, may specify a period of time during which an application for readmission by a member that has been expelled in accordance with this Article will not be considered for approval in accordance with Article 15.1.
- 15.5 A person will cease to be an *individual member* or affiliated organisation (as categorised in Article 15.1) if:
- (a) the *member* gives written notice of resignation to *Ramblers*;
 - (b) the *member's* subscription is not paid and remains unpaid for such period as is prescribed by the *board of trustees* (but the *board of trustees* may readmit a *member* on payment of the subscription due);
 - (c) (being a person) the *member* dies;
 - (d) (being an organisation) an order is made or a resolution is passed for the *member's* winding up, dissolution or administration, or an administrator or receiver is appointed over any of its assets, or creditors enter into any compromise or arrangement with it or the equivalent occurs in a jurisdiction outside the *United Kingdom*;
 - (e) the *member* is expelled in accordance with Article 15.4.
- 15.6 Any person ceasing to be an *individual member* or *affiliated local, national or overseas organisation* will immediately forfeit all privileges of membership.
16. **No transfer of membership**
- 16.1 None of the rights of any *member* can be transferred to any other person or organisation.

ARTICLES OF ASSOCIATION

17. Privileges of membership

- 17.1 *Members* will have the rights and privileges that the *board of trustees* decides from time to time in addition to any specified in the *articles of association* or *standing orders*.
- 17.2 All *council members* have the right to receive notice of, and to attend, speak and vote at meetings of the *general council*.
- 17.3 (Unless also a *council member*) each *individual member*, *affiliated national organisation*, *affiliated local organisation* and *affiliated overseas organisation* does not have the right to receive notice of, or to attend, speak or vote at, meetings of the *general council*, and will have none of the other rights of company members conferred by the *act*.

18. General council

- 18.1 The meetings of the *general council* will be conducted in accordance with the *standing orders* (unless otherwise provided in the *articles of association* or the *act*).
- 18.2 The *general council* consists of:
- (a) the members of the *board of trustees*, members of the motions review committee (as defined in the *standing orders*) and the president and vice presidents;
 - (b) *council members* appointed by *areas* on the following basis:
 - (i) *areas* which at the end of the financial year preceding the holding of the *general council* (or, where a new *area* is established after the end of that financial year, the memberships of the new *area*, and the *area(s)* of which it previously formed part, will be taken at the date of formation of the new *area*) had an individual membership of all categories constituting not more than 4 per cent of the total individual membership of *Ramblers*: **not more than two council members**; (for avoidance of doubt, where *council members* are nominated to any meeting of the *general council* by a new *area* or *areas* established after the end of the preceding financial year which replace any pre-existing *area(s)*, the replaced *area(s)* will not be entitled to nominate any *council members* to the same meeting);
 - (ii) *areas* whose membership as described in (i) above constituted more than 4 per cent but not more than 8 per cent of *Ramblers'* total individual membership: **not more than three council members**;
 - (iii) *areas* whose membership as described in (i) above constituted more than 8 per cent but not more than 12 per cent of *Ramblers'* total individual membership: **not more than four council members**;
 - (iv) *areas* whose membership as described in (i) above constituted more than 12 per cent but not more than 16 per cent of *Ramblers'* total individual membership: **not more than five council members**;
 - (v) *areas* whose membership as described in (i) above exceeded 16 per cent of *Ramblers'* total individual membership: **not more than six council members**;

ARTICLES OF ASSOCIATION

- (c) not more than one *council member* appointed by each *affiliated national organisation*;

Each of the above will have a vote at any meeting of the *general council*.

- 18.3 A *council member* appointed under Articles 18.2(b) or 18.218.2(c) will hold office until the start of the second annual general meeting of the *general council* following his or her appointment (but may be re-appointed) except that he or she will cease to be a *council member* if:

- (a) being appointed by an *affiliated national organisation*, the organisation ceases to be a *member*; or
- (b) being appointed by *area*, he or she ceases to be an *individual member*; or the *area* which appointed him or her is dissolved; or
- (c) the *area* or the *affiliated national organisation* which appointed him or her gives notice to the *office* to terminate his or her appointment, or appoints a replacement.

19. **Notice of general meetings**

- 19.1 Meetings of the *general council* must be called by giving the notice required in the *standing orders* but in any event on at least 14 clear days' notice. The notice must specify the place, date and time of the meeting and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be given. The notice must also include a statement informing the *council members* of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Further details in relation to proxy votes may be set out in the *standing orders*. Notice of the meeting must be given to everyone entitled by these *articles of association* to receive it.

- 19.2 A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the *council members* entitled to attend and vote at it.

- 19.3 The annual general meeting of the *general council* must be held no later than 30th April each year, for the purpose of conducting the following business (if appropriate):

- (a) to consider the *board of trustees'* annual report and audited statement of accounts;
- (b) to appoint officers of *Ramblers* as specified in the *articles of association* (apart from the vice chair);
- (c) to elect ordinary members of the *board of trustees* pursuant to Article 25;
- (d) to appoint an auditor and authorise the *board of trustees* to fix the auditor's remuneration;
- (e) to receive the report of the *board of trustees* explaining what action has been or may be taken on *council members' motions* which have been passed at previous annual or extraordinary general meetings of the *general council* or by postal ballot by the *council members* since the last annual general meeting of the *general council*;

ARTICLES OF ASSOCIATION

- (f) to elect members of the motions review committee in accordance with the *standing orders of Ramblers*.
- 19.4 The *general council* may exercise the following powers either at an annual or extraordinary general meeting of the *general council*, or by postal ballot (if permitted by the *standing orders*) or by written resolution (only on matters where a resolution of *council members* is required by or provided for in a statute in accordance with the *act*):
- (a) to amend (if necessary) the *articles of association* in accordance with Article 42 of the *articles of association*, and the *act*;
 - (b) to amend (if necessary) the *standing orders of Ramblers* in accordance with the provisions of the *articles of association*;
 - (c) to consider and, if thought fit, pass any *council members' motions*;
 - (d) to remove a member or members of the *board of trustees* before the expiry of his or her period(s) of office pursuant to Section 168 of the Companies Act 2006;
 - (e) any powers required by the *act* to be exercised by the *council members* in a general meeting; and
 - (f) any powers in respect of specific matters required by the *articles of association* to be exercised by the *general council*.
- 19.5 Except in the case of a resolution to remove a member of the *board of trustees* or the auditor before the expiry of their term, *council members* may pass a valid resolution without a meeting of *general council* being held. A written resolution passed in accordance with this Article 19.5 has effect as if passed by *Ramblers* in a general meeting. But for the resolution to be valid:
- (a) it must be *in writing*;
 - (b) in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be signed by at least 75 per cent of all those *council members* (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - (c) in the case of an ordinary resolution it must be signed by a majority of all those *council members* (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - (d) it may consist of two or more documents in identical form signed by *council members*; and
 - (e) the passing of the resolution must comply with any other requirements of the law from time to time.

A written resolution is passed when the required majority of eligible *council members* have signified their agreement to it.

ARTICLES OF ASSOCIATION

- 19.6 The *board of trustees* must comply with the terms of a *council members' motion* which has been passed by the *council members* EXCEPT TO THE EXTENT THAT the *board of trustees* reasonably believes, after full and diligent consideration, that compliance with the *council members' motion* would not be in the best interests of *Ramblers*, or would be likely to result in a breach of the law, contract, trust or duty of care owed by *Ramblers* or any members of the *board of trustees*, or in damage to the reputation of *Ramblers*, or in a legal claim against *Ramblers*. At the next annual general meeting, the *board of trustees* must explain what action has been taken on such a *council members' motion*. When the *board of trustees* makes a decision to take no action on a *council members' motion* it will report its reasons at the next meeting of the *general council*. When implementation of a motion is held over or is incomplete, the board will continue to report progress to succeeding meetings of the *general council* until either implementation is complete or the *board of trustees* decides to take no further action, in which case its reasons will be given.
20. **Chair**
- 20.1 The chair of *Ramblers* and in his or her absence the vice chair will normally preside as chair at every meeting of the *general council*. If there is no chair or vice chair, or if they are not present within 15 minutes after the appointed starting time or are unwilling to take the chair, the *council members* present must select one of their number to chair the meeting.
21. **Voting on resolutions**
- 21.1 At any meeting of the *general council* a resolution put to the vote of the meeting is decided by a simple majority (unless a higher majority is required by the *act* or the *articles of association*) on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the chair or at least two *council members* who are present. A demand by a person as a proxy for a *council member* will be the same as a demand by that *council member*. Postal voting must only be used in the circumstances set out in *standing orders* or as permitted by the *act*.
22. **Voting and speaking**
- 22.1 Every *council member* (including the chair), present in person or by proxy, has one vote on a show of hands or on a poll, except that a person who is also acting as proxy for other *council member(s)* is entitled to exercise additional vote(s) on behalf of those *council member(s)*. If the votes are level, the chair does not have a casting vote.
- 22.2 A duly appointed proxy is entitled to speak at a meeting of the *general council* and vote on all resolutions and motions.
- 22.3 A *council member* who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a meeting of the *general council* remains entitled to do so 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 *council member*. If such a *council member* attends the meeting in person his or her proxy appointment will be automatically terminated.
23. **Management by the board of trustees**
- 23.1 The *board of trustees* is responsible for the management and control of *Ramblers*. It may use all the powers of *Ramblers* which are not, under the *act* or the *articles of association*, reserved to the *general council* of *Ramblers*.

ARTICLES OF ASSOCIATION

- 23.2 The *general council* cannot make *standing orders* that override the *articles of association*. No *standing order* made, no amendment to the *articles of association* and no *council members' motion* passed will invalidate any prior decision or act of the members of the *board of trustees* which would otherwise have been valid.
- 23.3 The *board of trustees* will endeavour, as far as reasonably possible, to act in consultation with the *general council*, *constituent parts*, *areas* and *groups*.
- 23.4 In preparing any major strategic plans for the work and future development of *Ramblers*, the *board of trustees* must consult widely within *Ramblers* and will not implement any strategic plan without prior approval of the *council members* at a meeting of the *general council* EXCEPT THAT the *board of trustees* may implement the plan without approval where in the reasonable opinion of the *board of trustees*, failure to implement the plan would not be in the best interests of *Ramblers*, or would be likely to result in a breach of statute or other law, contract, trust or duty of care owed by *Ramblers* or any members of the *board of trustees*, or in damage to the reputation of *Ramblers*, or in a legal claim against *Ramblers*.
24. **Indemnity of members of the board of trustees**
- 24.1 In the management of the affairs of *Ramblers* no member of the *board of trustees* will be liable for any loss to the property of *Ramblers* arising by reason of improper investment made in good faith (so long as he or she has sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member of the *board of trustees* 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 member of the *board of trustees* or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the *board of trustees* who is sought to be made liable.
- 24.2 Subject to the provisions of the *act* but without prejudice to any indemnity to which a member of the *board of trustees* may otherwise be entitled, every member of the *board of trustees* or other officer of *Ramblers* will be indemnified out of the assets of *Ramblers* against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her 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 him or her in the execution and discharge of his or her duties or in relation thereto.
25. **The make-up of the board of trustees**
- 25.1 The *board of trustees* consists of:
- (a) the chair elected by the *general council*;
 - (b) the honorary treasurer elected by the *general council*;
 - (c) nine ordinary members elected by the *general council*;
 - (d) not more than two members co-opted by the *board of trustees*; and

ARTICLES OF ASSOCIATION

- (e) a person appointed by each *constituent part* of *Ramblers*.

All members of the *board of trustees* must be *individual members* of *Ramblers* at the time of election, co-option or appointment by a *constituent part* and throughout their period of service. A person is not eligible for nomination as the chair, or as an ordinary member of the *board of trustees*, unless he or she has been an *individual member* for at least twelve consecutive *months* up to and including the latest date by which nominations for the elections must be received by *Ramblers* in accordance with the *standing orders*.

- 25.2 No person may serve as a member of the *board of trustees* for more than six consecutive years, except that a person may be elected as the chair even if his or her term of office will cause him or her to exceed that limit. No person is eligible for election, co-option, or appointment as a member of the *board of trustees* in any other capacity, if the term for which he or she is to be elected, co-opted or appointed would cause him or her to exceed this limit. A person will again become eligible for election, co-option or appointment as a member of the *board of trustees* after having been out of office for at least one year.

For the purposes of Article 25 a "year" means the period between the end of one annual general meeting and the end of the next annual general meeting of the *general council*. Service as a member of the *board of trustees* during any part of a year so defined will count as though the full year had been served.

Subject to Articles 25.3 and 26 members of the *board of trustees* that are elected by the *general council* will serve a term of three years. The chair must not serve more than one consecutive term of three years in the capacity of chair.

- 25.3 The *general council* has the power to elect an ordinary member of the *board of trustees* at an annual general meeting to fill a vacancy which arises as a result of a person ceasing to be an ordinary member after the previous annual general meeting and ahead of the expiry of his or her term of office. A person elected in this way will hold office for the remainder of the term of office which was vacated.
- 25.4 The *board of trustees* will elect a vice chair from amongst their number (not including the chair and honorary treasurer). The vice chair will hold office until the end of the next annual general meeting, or until he or she ceases to be a member of the *board of trustees*. No person may serve more than two consecutive terms as vice chair. Election as vice chair does not affect the duration of the member of the *board of trustee's* term of office.
- 25.5 A person who was nominated but failed to be elected to the *board of trustees* at the immediately preceding annual general meeting may not be co-opted under Article 25.1(d). A co-opted trustee will hold office until the end of the next annual general meeting after his or her co-option, upon which he or she will retire but, subject to the provisions of Article 25.2, may be eligible to be elected as the chair, honorary treasurer or an ordinary member of the *board of trustees* or to be co-opted again for up to two further terms of office as a co-opted trustee.
- 25.6 A member of the *board of trustees* who is appointed by a *constituent part* under Article 25.1(e) may be removed and replaced by the *constituent part* at any time, upon which he or she will cease to be a member of the *board of trustees*.

ARTICLES OF ASSOCIATION

26. Ending of board of trustees membership

26.1 A member of *the board of trustees* will cease to be a trustee if he or she:

- (a) becomes bankrupt or makes any arrangement with his or her creditors generally;
- (b) ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law; or
- (c) is disqualified under the Charities Act 2011 from acting as a trustee of a charity; or
- (d) becomes incapable by reason of mental ill-health of managing and administering his or her own affairs; or
- (e) resigns the office by notice *in writing* to *Ramblers* but only if at least two members of the *board of trustees* will remain in office when the resignation takes effect; or
- (f) is removed as a member of the *board of trustees* pursuant to Section 168 of the Companies Act 2006; or
- (g) has served his or her maximum term under Article 25.2; or
- (h) ceases to be an *individual member*.

27. Meetings of the board of trustees

27.1 The *board of trustees* may meet, adjourn, observe the quorum and run its meetings as required by the *standing orders*, subject to the rest of the *articles of association*.

27.2 Questions arising at any meeting must be decided by a majority of votes, except where otherwise required by the *articles of association*. Every member has one vote including the chair. If the votes are equal, the chair has a casting vote.

28. Conflicts of interest

28.1 Unless Article 28.2 applies, a member of the *board of trustees* must declare the nature and extent of:

- (a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with *Ramblers*; and
- (b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of *Ramblers* or his or her duties to *Ramblers*.

28.2 There is no need to declare any interest or duty of which the other members of the *board of trustees* are, or ought reasonably to be, already aware.

28.3 Subject to Article 28.4, if a conflict of interest arises for a member of the *board of trustees* 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 of association* the unconflicted members of the *board of trustees* may authorise such a conflict of interests if they consider it is in the interests of *Ramblers* PROVIDED the conflicted member of *the board of trustees*:

ARTICLES OF ASSOCIATION

- (a) withdraws from that part of the meeting of the *board of trustees* at which there is any discussion of the matter;
 - (b) is not counted in the quorum for that part of the meeting; and
 - (c) withdraws during the vote and has no vote on the matter.
 - 28.4 The *board of trustees* cannot authorise under Article 28.3 any benefit (as defined in Section 198(2)(c) Charities Act 2011) to be obtained by a member of the *board of trustees* or persons *connected* with him or her, other than the allowed payments as described in Article 6.1. For the avoidance of doubt, "*connected*" will have the meaning given to it in Article 44.
 - 29. **Vacancies on the board of trustees**
 - 29.1 The *board of trustees* may act despite any vacancy on the board. If the number of trustees falls below the quorum (as specified in the *standing orders*), it may act only to summon a meeting of the *general council*.
 - 30. **Validity of acts done at meetings**
 - 30.1 If it is discovered that there was some defect in the appointment of a member of the *board of trustees*, or that he or she was disqualified, anything done at any meeting of the *board of trustees* before the discovery is made, is valid as if there were no defects or disqualification.
 - 31. **Delegation of board of trustees powers to sub-committees**
 - 31.1 The *board of trustees* may delegate the administration of any of its powers to sub-committees which must conform to the *standing orders*.
 - 32. **Meetings of sub-committees**
 - 32.1 A sub-committee may meet and adjourn whenever it chooses.
 - 32.2 Questions at the meeting must be decided by a majority of votes of the members present.
 - 32.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the *board of trustees*.
 - 33. **Officers of Ramblers**
 - 33.1 The honorary officers of *Ramblers* are the:
 - (a) President;
 - (b) Vice presidents who comprise:
 - (i) previous presidents of *Ramblers* (including presidents of the previous unincorporated Ramblers Association) who wish to serve as vice president; and
 - (ii) persons who may be appointed to this post by the *general council*;
- each of whom will take office immediately on being appointed to the post;

ARTICLES OF ASSOCIATION

- (c) Chair;
- (d) Vice chair;
- (e) Honorary treasurer.

The above officers (apart from the vice chair) will be appointed by the *general council* at its annual general meeting. The vice chair will be elected by the *board of trustees* in accordance with Article 25.4.

The *board of trustees* may appoint one of their number to fill a vacancy in the office of chair or honorary treasurer which occurs between annual general meetings of the *general council*. A person appointed in this way will hold office only until the end of the next annual general meeting, when he or she must retire, and such period of office will be disregarded in determining his or her eligibility to be re-appointed to that office.

The president and vice presidents will hold office for a period of one year from the date of the annual general meeting at which they were appointed. The president and vice-presidents will be eligible for re-appointment.

34. **Standing orders**

34.1 The *general council* may resolve (by a simple majority) to make *standing orders* relating to the governance, management and affairs of *Ramblers* as may from time to time be considered necessary either in relation to any Article that provides for matters to be specified in *standing orders* or otherwise. Provided that they do not conflict with the law or the *articles of association*, *standing orders* will include, but not be limited to, the following:

- (a) the authority for fixing membership subscriptions and their due dates and methods of payment;
- (b) the procedure to be followed in respect of the annual general meeting of the *general council*, and for calling extraordinary general meetings of that council;
- (c) the procedure to be followed for holding a postal ballot of members of the *general council*;
- (d) the procedures for, and any restrictions on, the nomination for election as a member of the *board of trustees* or honorary officer or any other elected post;
- (e) the procedures for, and any restrictions on, the submission of motions for consideration at meetings of the *general council* , and any grounds for rejecting, amending or merging as composite motions such motions prior to a meeting of the *general council* and any procedures for so doing;
- (f) the provisions for proxy voting at a meeting of the *general council*;
- (g) meetings and duties of the *board of trustees*;
- (h) records, accounts and audit;
- (i) the payment of expenses; and

ARTICLES OF ASSOCIATION

- (j) powers of delegation by the *board of trustees* to committees.

All *standing orders* will remain in force unless cancelled, suspended, or amended by a resolution of the *general council*. *Standing orders* will be binding on all *members* and the *board of trustees* may decide how to inform *members* of the *standing orders*. No *standing order* will contravene any of the provisions of the *articles of association* or the *act*.

35. **Appointment and removal of the company secretary**

- 35.1 The *board of trustees* may (but need not) appoint a company secretary. It decides his or her period of office, pay (if not a member of the *board of trustees*) and conditions of service. It may also remove the company secretary.

36. **Actions of directors and company secretary**

- 36.1 If one person is both a member of the *board of trustees* and the company secretary (if any), that person cannot act in the capacity as a member of the *board of trustees* and the company secretary for any business that requires the action of both a member of the *board of trustees* and the company secretary.

37. **Accounts**

- 37.1 The *board of trustees* must comply with the requirements of the *act* and of the Charities Act 2011 in 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:

- (a) annual reports;
- (b) annual returns; and
- (c) annual statements of account.

38. **Copies for council members**

- 38.1 The following documents must be sent to *council members* of *Ramblers* at least 21 clear days before the date of the annual general meeting:

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before *Ramblers* at the general meeting;
- (b) a copy of any report from reporting accountants or auditors; and
- (c) a copy of the report of the members of the *board of trustees*.

- 38.2 But this article does not require a copy of these documents to be sent to anyone whose address is unknown to *Ramblers*.

39. **Service of notices**

- 39.1 Any notice to be given to or by any person under the *articles of association* (other than a notice calling a meeting of the *board of trustees* or of any of its committees) will be *in writing* to an address (which may be an electronic address) which has been supplied to the person

ARTICLES OF ASSOCIATION

giving the notice. Notices may be given or documents sent by hand, by post or in *electronic form* (including via a website). In the case of email communications or communications via a website the recipient must have agreed (or be deemed to have agreed under the *act*) to receiving notices or documents in this way. In the case of communications via a website, the recipient must be notified that material has been posted on a website, in compliance with the *act*.

39.2 Where any notice is sent by *Ramblers*:

- (a) where it is sent by post it is deemed to have been received 48 hours after it was posted if sent by first class post, and 72 hours after sending if sent by second class post (excluding Saturdays, Sundays and public holidays);
- (b) where it is sent or supplied in *electronic form*, it is deemed to have been received on the same day that it was sent. *Ramblers* may assume that a person's email address given to it remains valid unless that person informs *Ramblers* otherwise;
- (c) where it is sent or supplied by means of a website, it is deemed to have been received:
 - (i) when the material was first made available on the website; or
 - (ii) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

40. **Accidental omission of notice**

40.1 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, a *member* (or of any other notice given under the *articles of association*) will not invalidate any proceedings at any meeting or decisions of the *general council* or the *board of trustees*, or any committee or sub-committee.

41. **Who is entitled to notice of general council meetings**

41.1 Notice of every meeting of the *general council* must be given to:

- (a) every *council member* (except those members who lack a registered address within the *United Kingdom* and have not given *Ramblers* an address for notices within the *United Kingdom*);
- (b) reporting accountants or auditor of *Ramblers*;

41.2 No one else is entitled to receive notice of meetings of the *general council*.

42. **Alteration of the articles of association**

42.1 *Ramblers* may alter these *articles of association* only by a special resolution in accordance with the *act*. A special resolution may be passed at a meeting of *general council* of which 21 days' notice has been given of the intention to pass a special resolution and at which at least 75% of those *council members* voting must be in favour. The resolution may be passed on shorter notice at a meeting of the *general council* if 90% of the members of the

ARTICLES OF ASSOCIATION

general council agree. The resolution may alternatively be made by written resolution in accordance with Article 19.5.

42.2 Some alterations require the consent of the Charity Commission in accordance with the Charities Act 2011.

42.3 *Ramblers* must inform the Charity Commission and Companies House of any alterations to the *articles of association* and all future copies of the *articles of association* must contain the alterations.

43. **Dissolution of Ramblers**

43.1 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.

43.2 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.

43.3 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.

44. **Meaning of words**

44.1 In these *articles of association* the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

45. Words	meanings
<i>act</i>	The Companies Acts 1985, 1989 and 2006 (to the extent in force) and as amended by subsequent Acts
<i>affiliated local organisation, affiliated national organisation and affiliated overseas organisation</i>	Organisations admitted to membership under Articles 15.1(b)(i), 15.1(b)15.1(b)(ii) and15.1(b) 15.1(b)(iii) respectively
<i>areas</i>	The bodies established under Article 12
<i>articles of association</i>	These articles of association
<i>board of trustees</i>	The board of directors of <i>Ramblers</i> and who as such are charity trustees

ARTICLES OF ASSOCIATION

<i>connected</i>	Any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or any company, partnership or firm of which a trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital
<i>constituent parts</i>	The bodies established under Article 11
<i>council members</i>	The members of the <i>general council</i>
<i>council members' motion</i>	A matter which current members wish to consider, and which falls outside of those matters that must be expressly determined in accordance with the <i>act</i> , any other law and/or the <i>articles of association</i> (other than Article 19.6). It may be submitted to a meeting of the <i>general council</i> , or be ruled on by postal vote, in accordance with the <i>standing orders</i>
<i>electronic form</i>	As defined in Section 1168 of the Companies Act 2006 (as re-enacted or modified)
<i>general council</i>	Voting members of <i>Ramblers</i>
<i>groups</i>	The groups established under Article 13
<i>individual members</i>	Individual members of <i>Ramblers</i> , admitted to membership under Article 15.1(a)
<i>member</i>	<i>Council member, individual member, affiliated local organisation, affiliated national organisation and affiliated overseas organisation</i>
<i>memorandum of authority</i>	The memorandum of authority setting out the terms and conditions of authority of a <i>constituent part</i> as agreed between the <i>board of trustees</i> and that <i>constituent part</i>
<i>month</i>	Calendar month
<i>office</i>	The registered office of <i>Ramblers</i>
<i>Ramblers</i>	The Ramblers' Association

ARTICLES OF ASSOCIATION

<i>standing orders</i>	The standing orders of <i>Ramblers</i> from time to time, made in accordance with Article 34
<i>United Kingdom</i>	Great Britain and Northern Ireland
<i>in writing</i>	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including in <i>electronic form</i> (to the extent legally permissible)
45.1	Words in the singular form include the plural and vice versa.
45.2	The words "person" or "people" include organisations where applicable.
45.3	Apart from the words defined above, any words or expression defined in the <i>act</i> will have the same meanings in these <i>articles of association</i> , provided they are consistent with the subject or context. Any reference 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.
45.4	Headings are not part of the <i>articles of association</i> .
45.5	Any reference within the <i>articles of association</i> to the "memorandum of association" will mean and include the <i>articles of association</i> .
45.6	Any reference within the <i>articles of association</i> to the "Association" will mean <i>Ramblers</i> .

STANDING ORDERS

STANDING ORDERS OF THE RAMBLERS' ASSOCIATION

(as amended on 14 April 2019)

The defined terms in these *standing orders* will have the same meaning as given to them in Article 44 of the *articles of association*.

A. GENERAL COUNCIL

Notice of annual general meetings

- A1. *Areas* and *affiliated national organisations* will be informed of the proposed date for an annual general meeting of the *general council* at least 90 days ahead of the meeting. As much notice as possible will be given of the meeting to those *areas* that are formed, or those *national organisations* affiliating, less than four *months* before the annual general meeting. At least 21 clear days' notice of the annual general meeting of the *general council* (including all the information specified in Article 19.1) must be given to the *council members*, unless it is agreed to hold a meeting on shorter notice in accordance with Article 19.2.
- A2. Notice of any alterations to the *articles of association* to be proposed at the annual general meeting of the *general council* must be received *in writing* at the *office* not less than 56 days before the meeting.
- A3. Notice of all other business for discussion at the annual general meeting of the *general council* must be received *in writing* at the *office* not less than 42 days before the meeting.
- A4. All relevant paperwork will be circulated to the secretaries of the *areas* and *affiliated national organisations* not less than 21 days before the meeting.
- A5. Nominations must be received *in writing* at the *office* not less than 42 days before the meeting for:
 - (a) ordinary members of the *board of trustees* to be elected in accordance with the provisions of Article 25.2;
 - (b) officers; and
 - (c) members of the motions review committee to be elected by the *general council*.
- A6. Provisions relating to nominations for the election of members of the *board of trustees* in accordance with Article 25.3 of the *articles of association* are included in *standing orders* A45-48.

Motions

- A7. Notices of business for discussion under *standing orders* A2 and A3 (being either an ordinary or special resolution, or a *council members' motion*), may only be submitted by the bodies listed below, and *council members' motions* will be limited in number as follows:
 - (a) the *board of trustees*: not more than five motions;
 - (b) each *constituent part*: not more than one motion;
 - (c) each *area*: not more than one motion; and
 - (d) each *affiliated national organisation*: not more than one motion.
- A8. Notice of any resolution or motion submitted under *standing order* A7 should be accompanied by background notes.

STANDING ORDERS

- A9. Other business (not requiring an ordinary or special resolution under the *act*) may be proposed as a matter of urgency provided that at least two-thirds of the members of the *general council* present and voting agree that urgency be granted. This will not include motions that have previously been ruled out of order by the motions review committee.

Business requiring an ordinary resolution to be passed may only be passed as a matter of urgency if it falls within the general nature of the business to be discussed and which has been included in the notice to the meeting, and provided that the conditions set out in the previous paragraph have also been met.

Business requiring a special resolution under the *act* may not be passed on short notice unless it has been agreed to hold a meeting on shorter notice in accordance with Article 19.2.

- A10. Any *council member* or authorised representative of an *area* or *affiliated national organisation* may submit amendments to motions (other than those giving notice of alterations to the *articles of association* and those that require a special resolution under the *act*). These amendments must be received *in writing* at the *office* not less than 3 working days before the annual general meeting. Further amendments to clarify the wording of a motion (unless it is a special resolution) may be proposed during the meeting at the chair's discretion and with the permission of the meeting.
- A11. A proposer of a motion may speak for no longer than seven minutes, and other people (including the proposer of an amendment to a motion) may speak for no longer than four minutes, except with the permission of the meeting.
- A12. All motions on the agenda of the annual general meeting of the *general council*, and any amendments to those motions which have not been put to a vote by the time specified on the agenda, will be passed to *the board of trustees* to consider.

Motions review committee

- A13. The motions review committee will consist of:
- (a) 2 members of the *board of trustees*; and
 - (b) 5 members of the *general council* or prior year's *general council* elected by the *general council*.
- A14. A member of the motions review committee elected by the *general council* will hold office from the end of the annual general meeting at which he or she was elected until the end of the next annual general meeting of the *general council*. This is unless he or she resigns from the committee or ceases to be an *individual member* (or, if he or she is a representative of an *affiliated national organisation*, the *affiliated national organisation* ceases to be a *member of Ramblers*).
- A15. The following people will not be eligible to stand for election to the motions review committee under *standing order* A13(b):
- (a) the chair or honorary treasurer in office at the date of the *general council* meeting in question, unless his or her term expires at the end of that *general council* meeting;
 - (b) any other member of the *board of trustees* in office at the date of the *general council* meeting in question, unless his or her term expires at the end of that *general council* meeting;
 - (c) any person standing for election as chair, honorary treasurer or ordinary member of the *board of trustees* at the *general council* meeting in question.

STANDING ORDERS

- A16. Any member of the motions review committee who is elected by the *general council* under *standing order* A13(b) who is then co-opted as a member of the *board of trustees* under Article 25.1(d) or appointed under Article 25.1(e) will be deemed to have resigned as an elected member of the motions review committee with effect from the date of his or her co-option or appointment to the *board of trustees*.
- A17. The motions review committee has the power to co-opt additional members, (who cannot be members of the *board of trustees*), to fill vacancies among the members elected under *standing order* A13(b) where there have been insufficient nominations, or resignations, or vacancies have arisen under *standing orders* A14 or A16.
- A18. The quorum for any meeting of the motions review committee will be four members of the committee.
- A19. If the number of members of the motions review committee falls below the quorum, the *board of trustees* will first fill any vacancies in its own appointees pursuant to *standing order* A13(a). If there are still insufficient members of the committee to form a quorum the *board of trustees* may appoint additional members (not being members of the *board of trustees*) to make up a quorum. The agenda committee as then constituted may then co-opt additional members to fill any remaining vacancies.
- A20. Any co-opted member of the motions review committee will hold office until the end of the next annual general meeting of the *general council*.
- A21. The motions review committee will elect a chair from among its number. The chair cannot be a member of the *board of trustees* and will not have a casting vote in the case of an equality of votes at any meeting of the committee.
- A22. The motions review committee will consider the motions received in accordance with *standing order* A3 and:
- (a) rule out of order any motion debated in similar form at either of the two preceding annual general meetings of the *general council* if, in the opinion of the motions review committee, its subject is not topical;
 - (b) redraft similar motions as a combined motion;
 - (c) redraft unclear, ambiguous or poorly drafted motions in accordance with the motions review committee's analysis of the intentions of the proposer;
 - (d) decide the order in which motions will appear on the agenda;
 - (e) submit any improved wording for a motion (other than that empowered by (b) and (c) above) as amendments for approval by the *general council*.
- A23. The *office* will inform the secretary of the body proposing a motion of decisions made by the motions review committee under *standing order* A22 as soon as practicable. If that body wishes to appeal against any such decision, notice of the appeal and an explanation of the nature of the grievance must be received *in writing* at the *office* not less than 3 working days before the start of the annual general meeting of the *general council*.
- A24. The motions review committee will also consider any amendments received in accordance with *standing order* A10 and:
- (a) rule out of order any amendments which, in the opinion of the motions review committee, would result in a material change to the nature of the motion;
 - (b) redraft similar amendments as combined amendments;

STANDING ORDERS

- (c) redraft unclear, ambiguous or poorly drafted amendments in accordance with the motions review committee's analysis of the intentions of the proposer;
- (d) decide the order in which multiple amendments to any motion will be debated, giving consideration to any potential conflicts of wording.

If the proposer of any amendment wishes to appeal against any decision resulting from the exercise of the above powers by the motions review committee in relation to that amendment, the appeal will be decided by the *general council*.

- A25. The motions review committee will, at its last meeting before the annual general meeting, agree a report of all its decisions relating to that meeting. The report will be presented to the *general council* before the discussion of any motions. Any appeal under *standing orders* A23 or A24 arising from decisions of the motions review committee, (unless already settled to the satisfaction of the appellant), will also take place before the discussion of motions. The appellant and a representative of the motions review committee may speak for up to four minutes each. The chair will then put the matter to a vote which will be decided by a simple majority.

Extraordinary general meetings

- A26. An extraordinary general meeting of the *general council* may be called at any time by the *board of trustees* or on the demand of not less than 5% of the *council members*. In either case the purpose of the meeting must be specified in the notice of the meeting. Only business for which the meeting is called and any other business of which proper notice has been given may be discussed at the extraordinary general meeting.
- A27. Not less than 21 clear days' notice must be given to all persons entitled to receive notice under the *articles of association* of all extraordinary general meetings, unless the meeting is called on shorter notice in accordance with Article 19.2 of the *articles of association* and the *act*.

Postal voting

- A28. The *board of trustees* or not less than one third of the members of the *general council* may request, *in writing*, for a decision to be taken by postal ballot.
- A29. Unless the request specifies that the postal ballot must be held urgently, a copy of the request must be sent to the members of the *general council* with an invitation to submit comments for or against the proposal to be put to the postal ballot and/or to submit amendments to the proposal within 21 days.
- A30. If any responses are received, the motions review committee will hold a meeting as soon as possible to prepare a summary of the comments for circulation with the voting paper and any amendments submitted.
- A31. A voting paper, providing for options to vote for or against the proposal and any amendment submitted, will then be sent to each member of the *general council*, accompanied by the motions review committee's summary of comments received (if any) and a request that it be returned to the *office* within 21 days from the date of service. The result will be declared in accordance with the voting papers returned within that period.
- A32. In the case of a request specifying that the postal ballot must be held as a matter of urgency, the voting paper will be sent to each member of the *general council* with a request that it be returned to the *office* within 21 days from the date of service, but any papers accompanying the voting paper will be completely neutral on the matter which is the subject of the ballot.

STANDING ORDERS

- A33. The same procedure will apply when a postal ballot is taken in accordance with a decision of a meeting of the *general council*.
- A34. These provisions relating to postal ballots will not prevent the proposing and passing of a written resolution (as defined in Section 288(1) Companies Act 2006) of *council members* which is required by or provided for in any statute.

Quorum

- A35. No business can be discussed at any meeting of the *general council* unless a quorum of *council members* is present. One third of the *council members* entitled to vote upon the business to be discussed and being present in person or by proxy will be a quorum.
- A36. If the meeting is called on the demand of *council members*, it must be dissolved if a quorum is not present within half an hour after the appointed starting time. If called in any other way, the meeting may be adjourned to another day, time and place as the *board of trustees* may decide.

Proxies

- A37. The appointment of a proxy will be in the form prescribed by the *board of trustees*. The appointment must be signed by or on behalf of the *council member* appointing the proxy or by his or her duly authorised attorney or be authenticated in such manner as the *board of trustees* may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.
- A38. The appointment and any authority under which it is executed must be delivered at the *office* at least 48 hours prior to the meeting of the *general council* or adjourned meeting, (excluding Saturdays, Sundays and public holidays), and in accordance with any instruction contained in the notice of the meeting of the *general council* to which it relates.
- A39. An appointment of a proxy may be revoked by delivering a notice of termination to the *office*. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates, unless the *council member* attends the meeting in person pursuant to Article 22.3.

Nominations

- A40. A nomination for a person to stand for election to the *board of trustees* as the chair, honorary treasurer or an ordinary member of the *board of trustees* must be proposed by three *individual members* who have been *individual members* of *Ramblers* for at least thirty six consecutive *months* up to and including the latest date by which nominations for such election must be received at the *office*.
- A41. A nomination for a person to stand for election to the motions review committee must be proposed by any two *council members*.
- A42. A nomination for a person to stand for appointment as the president or a vice president must be proposed by any two *council members*.
- A43. Any *member* may only nominate one person for election at an annual general meeting of the *general council* to each of the *board of trustees* and the motions review committee.
- A44. All nominations must be *in writing* and must include the signatures of the proposers and of the nominee, signifying consent to being nominated.

STANDING ORDERS

Vacancies

- A45. Where a vacancy arises for an ordinary member of the *board of trustees*, which the *general council* has the power to fill under Article 25.3, any existing nomination for an ordinary member of the *board of trustees* to be elected can also be treated as a nomination to fill the vacancy, without the need for an additional nomination form to be completed.
- A46. Any vacancy must be included in the paperwork to be circulated to the meeting if the vacancy is known about not less than 28 days before the annual general meeting. Additional nominations of persons to fill such vacancy may be accepted but must be received *in writing* by the *office* not less than 7 days before the meeting.
- A47. Where the existence of the vacancy becomes known less than 28 days before the meeting, or during the meeting itself, it will be announced by the chair as soon as practicable during the meeting and further nominations of persons to fill the vacancy may be accepted up to such time during the meeting as the chair decides.
- A48. In all cases, the election for a vacancy will be held after the election of ordinary members of the *board of trustees* under Article 25.2, and the successful candidates will be excluded from the election for such vacancy. Where more than one vacancy falls to be filled, the elections for those vacancies may be taken together and, if there is a difference in the terms of office of the vacancies to be filled, the candidate(s) with the highest number(s) of votes will serve the longer term(s).
- A49. The results of elections to the *board of trustees* and the motions review committee, (including voting figures) will be announced at the meeting of the *general council*.

STANDING ORDERS

B BOARD OF TRUSTEES

- B1. The *board of trustees* will meet at least three times a year at the times and dates that it decides.
- B2. The quorum for any meeting is five trustees.
- B3. A meeting of the *board of trustees* 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 6 members of the *board of trustees* setting out the purpose of the meeting.
- B4. The members of the *board of trustees*, the motions review committee, or any 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.
- B5. The *board of trustees* will:
- (a) exercise all the powers of *Ramblers* and take all actions that are not required to be carried out by the *general council*, *constituent parts* and the *areas*;
 - (b) appoint sub-committees to deal with any special aspects of work of *Ramblers* or in respect of the work in any particular part of the *United Kingdom*;
 - (c) elect members to serve on a joint committee with any other organisation or organisations in any matters coming within the objects of *Ramblers*.
- B6. The sub-committees that are appointed by the *board of trustees* under *standing order* B5(b) must operate under the terms of reference that are agreed by the *board of trustees* from time to time. The chair of each sub-committee must be a member of the *board of trustees*. The chair, vice chair and honorary treasurer will be entitled to participate in the meetings of all sub-committees and must be notified of their meetings. The *board of trustees* may dissolve a sub-committee at any time.
- B7. The *board of trustees* will also be responsible for:
- (a) keeping registers of *council members* and all other *members* in accordance with Article 14.1 of the *articles of association*;
 - (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 *affiliated local organisations* and *individual members* to *areas*, and *individual members* to *groups or areas*;
 - (h) keeping minutes of the proceedings of the *general council* and the *board of trustees* and its subcommittees.

STANDING ORDERS

- B8. The allocation as specified in *standing order* B7(g) will be made with reference to the territories defined for *areas* and *groups*. However, *members* may request to transfer their *area* or *group* membership (as applicable) to any *area* or *group* of their choice and new members may request allocation to a specific *group* or *area* on joining. This allocation by the *board of trustees* may be made by any means that combines reasonable convenience of identifying the location of the *members'* postal addresses with the minimisation of discrepancies between such allocation and the territory of an *area* and/or *group* as defined in its constitution, provided that *areas* and *groups* are consulted about the means of allocation.

STANDING ORDERS

C FINANCE

This *standing order* C applies to the accounts of the *board of trustees*, the *constituent parts*, *areas* and *groups*.

- C1. The financial year of *Ramblers* will end on 30th September.

Membership subscriptions

- C2. The subscriptions of all *members* of *Ramblers* (and the due dates and methods of payment) will be determined by the *board of trustees*.
- C3. 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 of trustees* whose decision will be final.
- C4. The first subscription or first subscription instalment (if applicable) will become due when the *member* joins *Ramblers*.
- C5. *Members* may pay their subscriptions by direct debit.
- C6. The *board of trustees* may offer discounted membership rates in order to promote membership of *Ramblers*.
- C7. Honorary life membership of *Ramblers* may be conferred upon any *member* by a majority of those present and voting at a meeting of the *general council*.
- C8. A junior membership card may be issued to each child under 16 years of age on request and on receipt of a stamped, addressed envelope, where one or more parents are *members* of *Ramblers*. The issuing of a junior membership card does not give the child any of the rights or privileges of membership of *Ramblers*, except the entitlement to a membership card. Holders of the junior membership card will not be placed on the register of members and will not be entitled to a vote at a general meeting of the *area*.

Area budgets

- C9. Each *area* must submit an annual budget to the *board of trustees* along with any request for funding the *area* may wish to make. The submission of the budget must be in accordance with the timetable, procedure and format that has been set by the *board of trustees*. The *board of trustees* will consider the budget and any funding request from an *area* submitted in accordance with these requirements. The *board of trustees* may vary the amount of funding from that which has been requested.
- C10. *Ramblers* will pay instalments of the funding that has been agreed by the *board of trustees* in accordance with *standing order* C9 to each *area* as soon as practicable after the end of each quarter of *Ramblers*' financial year.
- C11. The *board of trustees* may consider paying a further grant to any *area* during the course of *Ramblers*' financial year if the *area*'s circumstances change and a revised budget is submitted by the *area* and agreed by the *board of trustees*.
- C12. (a) Each *area* will be responsible for the financing of *groups* within its territory and, subject to (b) below, will have complete discretion over the funds that are allocated to and between its *groups*;
- (b) the *area* will, in consultation with its *groups*, set a system of *group* financing. Such system must conform to the policies laid down from time to time by the *general council* or the *board of trustees*.

STANDING ORDERS

- C13. When a new *area* is formed, or when there is an adjustment of boundaries between *areas*, the *board of trustees* will, after consultation with the *areas* concerned, decide upon the amount of money to be transferred between the *areas*. The amount to be transferred will normally be a share of an *area*'s accumulated funds proportionate to the number of *members* transferred from the *area*.
- C14. Local organisations and individuals in parts of the country not covered by a *constituent part* or an *area* may become *members* of *Ramblers* by paying the appropriate subscription to the *office*, which will carry out the functions of an *area* so far as possible until a properly constituted *area* is operating.
- C15. 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 of trustees*.
- C16. Each *area* and *group* must make its financial records available for inspection by the honorary treasurer of *Ramblers* or his or her authorised representative on request.

Budget

- C17. The *board of trustees* will be responsible for the preparation of an annual budget of *Ramblers*. The *board of trustees* will approve the budget for the next financial year up to 30th September at its last meeting before 30th September each year.
- C18. The *board of trustees* is responsible for the operation of effective procedures of budgetary control.
- C19. The honorary treasurer will:
- (a) ensure that effective accounting systems are in operation;
 - (b) ensure that *Ramblers*' bank accounts are operated in accordance with the procedures approved by the *board of trustees*; and
 - (c) be responsible for the preparation of annual accounts for the approval of the *board of trustees*, and their submission to *Ramblers*' auditor.

Expenses

- C20. Travelling and other necessary expenses incurred by:
- (a) *council members* appointed by *areas* attending meetings of the *general council*;
 - (b) members of the *board of trustees* and honorary officers attending meetings of the *general council* and of the *board of trustees* and its subcommittees, or carrying out other duties authorised by the *board of trustees*; and
 - (c) members of the motions review committee attending meetings of that committee and of the *general council*,

will be paid from central funds.

The *board of trustees* will set rules governing the payment of these expenses.

STANDING ORDERS

D AREAS AND GROUPS

- D1 The model constitutions for *areas* and *groups* are in the forms attached to these *standing orders*.
- D2 All of the provisions that regulate *areas* and *groups* are contained in the *articles of association*, the *standing orders* and the constitutions for an *area* or *group*. Each member of an *area* or a *group* agrees to comply with these provisions. Any other document relating to *areas* or *groups* will not be binding on *Ramblers* or the members.
- D3 A person will not be eligible to be elected, appointed, nominated or co-opted to an *area* council, *group* committee or other governing body of an *area* or *group* or to a sub-committee thereof unless he or she is an *individual member* or, in the case of an *area* governing body, a representative of an *affiliated local organisation*.
- D4 Each *area* council, *group* committee or other governing body of an *area* or *group* must promptly inform the *office of Ramblers* of the names of all the people elected, appointed, nominated or co-opted to it or to a sub-committee under *standing order* D3 and the dates of their resignations or retirements.
- D5 A person or organisation will cease to be a member of an *area* or *group* upon ceasing to be a *member of Ramblers*.
- D6 Each *area* council or *group* committee (or other governing body of an *area* or *group*) must promptly comply with any requests from the *board of trustees* to enable *Ramblers* to comply with its responsibilities under the Data Protection Act 1998 or any other relevant laws and regulations.

STANDING ORDERS

MODEL CONSTITUTION FOR AREAS [April 2007]

Article 12.3 of the Articles of Association of Ramblers states that: "Areas must adopt a constitution which is substantially similar to the model constitution included in the standing orders. Areas must submit a copy of their proposed constitution to the board of trustees for approval."

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 Clause 12.1 of 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;

STANDING ORDERS

- (b) up to representatives of each Local Group;
- (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 Chairman or of not less than members of the Area Council.

7. HONORARY OFFICERS

- (i) The Honorary Officers of the Area shall be as follows:
Chairman, 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 Chairman 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.

STANDING ORDERS

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

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 Chairman 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

STANDING ORDERS

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 [April 2007]

Article 13.2 of the Articles of Association of Ramblers states that:

"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 the model constitution for groups included in the standing orders and which is approved by the governing body of the area"

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 Clause 13.1 of 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 Clause 13 of 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

STANDING ORDERS

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 Chairman or of not less than members of the Committee.

7. OFFICERS

- (i) The Honorary Officers of the Group shall be a Chairman, 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

STANDING ORDERS

The Chairman 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.