



Over the past two years, the Ramblers has been carrying out a comprehensive governance review to ensure our organisation remains strong, democratic and capable of delivering our mission long into the future. This has included workshops, surveys, focus groups and conference sessions and your feedback has shaped the proposals throughout.

We are now sharing draft revised Articles of Association and new Standing Orders, together with an updated proposals document which explains the changes and how they are reflected in the draft governance documents.

Please note that the attached draft Articles and Standing Orders are in their final form and are being shared with members ahead of inclusion in the AGM papers which will be published on 27 March. While substantively complete, they remain subject to final legal review by Bates Wells, along with final proofreading and cross-referencing checks.

Any minor adjustments arising from these final checks or from member feedback will be incorporated before the documents are published with the AGM papers. We do not anticipate significant changes.

A brief reminder: Why change was needed

Across the organisation, members and volunteers told us that our governance needed to evolve. Over the course of the review we have together addressed four key areas of concern:

1. A more democratic and accessible system for electing trustees

General Council asked the Board to “find a more democratic voting system for trustees”.

2. A stronger and more effective Board

We agreed that the Ramblers needs a strong and effective Board. The Board should align with current best practice in terms of size and composition, with the skills, knowledge, background and experience to guide the organisation and support its strategic ambition.

3. Better, more meaningful member engagement

You told us you want:

- more open, inclusive spaces for discussion
- opportunities for meaningful two-way engagement between members and the Board
- more accessible formats for debate than the previous formal processes.

4. A simpler, clearer governance model

Feedback showed the need to simplify existing arrangements, clarify responsibilities and reduce unnecessary complexity, so members can easily understand how decisions are made.

The proposed reforms developed together over the last 15 months aim to address these issues and

strengthen our governance for the long term, so the Ramblers can continue to champion walking, access and the interests of our members and volunteers across Great Britain.

What the draft documents do

The draft Articles of Association, Standing Orders and updated proposals document:

- create a clearer, more transparent governance framework
- strengthen democracy through updated trustee election processes, giving all members a say
- acknowledge the identities of Ramblers Scotland and Ramblers Cymru and formalise the role of the Scottish and Welsh committees, ensuring that national priorities, opportunities and challenges are fully understood and appropriately reflected in organisational planning and decision-making
- set out the role of new regional and national Member Forums as formal mechanisms for structured engagement between members, volunteers, trustees and staff.
- improve member engagement with more inclusive, accessible routes for discussion and influence
- reduce bureaucracy, making the organisation easier to understand and participate in
- adjust the Board's size and composition to deliver a more effective and diverse Board of Trustees with the skills and insight needed for the future

Investing in the new model

We want to be transparent about the costs of the proposed changes. We currently spend around £75k each year running our three Council AGMs and the Scottish Gathering. Moving to six regional Forums, including a travel allocation for each Area and Group, is estimated at around £90k each year. External support for an online AGM and trustee elections will vary by year, but we anticipate an average of around £15-20k.

Although this is higher than current costs, members and volunteers have been clear: they want better communication, stronger engagement, and a more democratic system where their voices genuinely shape decisions. The Board believes this investment is essential to building a modern, inclusive organisation that reflects the needs and expectations of our members.

As part of the agreed annual review of the Forums, we will continue to ensure value for money by examining the full costs of this model to ensure the approach remains effective, efficient, and proportionate.

Contents

1. Governance review proposals
2. Draft Articles of Association
3. Draft Standing Orders



GOVERNANCE REVIEW PROPOSALS

1. COMPANY MEMBERS AND ANNUAL GENERAL MEETING (AGM)

All fully paid-up Ramblers members with at least 12 months' continuous membership will become company members, holding the right to participate in national decision-making, elect trustees, approve resolutions and call General Meetings.

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

Members will retain the legal right to propose resolutions provided they meet the required support threshold of 100 voting members. However, Member Forums (see section 3) have been designed as the primary mechanism for raising broader policy or organisational issues, and the route for members to debate priorities and shape the Ramblers' direction throughout the year. Their outputs will be considered formally by the Board with a published written response to ensure transparency and accountability.

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

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

AGM Resolutions

Member powers and rights

Under UK company law, members of a charitable company limited by guarantee (such as the Ramblers) retain important rights to propose and vote on formal resolutions at the General Meetings. A resolution is a formal decision of the membership, and there are two types:

- Ordinary resolutions: Used for routine decisions such as approving the appointment of the Chair and Treasurer or appointing the auditors. They require a simple majority of votes cast.

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

Submitting resolutions

- Members retain the right to propose resolutions.
- To ensure these are circulated and included on the AGM agenda, a resolution must be supported by 100 members.
- This threshold of 100 members applies to both ordinary and special resolutions and relates only to the right to have the matter included.

Resolutions v motions

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

Assurance of member influence

This new approach provides stronger clarity and protection for member rights:

- Members retain the legal right to propose binding resolutions at General Meetings, subject to the threshold of 100 members.
- The AGM continues to hold ultimate authority over constitutional changes, trustee officer ratifications, and other formal decisions.
- The new Forum model strengthens year-round member influence, ensuring important issues are surfaced, debated and acted upon rather than restricted to a single annual meeting.

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

2. BOARD OF TRUSTEES

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

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

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

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

Terms of office remain three years, normally renewable once, with a maximum of nine years where a trustee becomes Chair or Treasurer. A rolling cycle ensures continuity, and a two-to-three-year transition plan will phase in the updated structure.

In exceptional circumstances, and for the purpose of maintaining the Chair and Treasurer's terms of office out of alignment, the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year.

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

Geographic diversity remains a priority. Although regional quotas within England will not be introduced, proactive outreach will encourage candidates from across Britain, and the appointed trustee route will be available to fill any remaining geographical representation gaps.

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

How the trustee nomination, election and appointment processes will work

Elected trustees (Open to members only)

1. Eligibility, Engagement and Awareness

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

2. Application Steps

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

3. Candidate Information (to be shared with members)

Each candidate provides:

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

4. Voting and Post-Election Process

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

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

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

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

Appointed Trustees (Open to members and non-members)

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

- Appointed trustees would be required to be members of the Ramblers at the time of appointment.

Transition to the new Board structure (2026–2029)

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

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

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

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

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

2026 (already underway under the existing constitution)

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

2027

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

2028

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

2029

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

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

3. MEMBER FORUMS

Six Member Forums (formerly proposed as “Gatherings”) will take place annually across Scotland (1 Forum), Wales (1 Forum) and the regions of England (4 Forums), supported by hybrid access wherever practicable.

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

Each Forum combines structured debate, training, networking and celebration of member and volunteer contribution. All members may attend subject to venue capacity, with each Group and Area guaranteed at least one place. Travel costs for one representative from each Group and Area will be centrally funded. There will be no charge for any member to attend a Forum.

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

Forum discussions will follow a clear and supportive structure, guided by our shared values, that helps everyone take part confidently. Each Forum will capture its outputs in a simple, consistent template, summarising ideas that are recommended to the Board for action. This approach aims to keep processes transparent and robust while remaining easy for members to navigate.

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

Scotland and Wales

Reflecting their central roles in shaping member engagement in Scotland and Wales, the committees in Scotland and Wales will have responsibility for planning and shaping the Member Forums in their respective nations, rather than establishing separate working groups (as is proposed for the English Forums). Each Committee will also decide on the name of the Member Forum in its nation.

In addition to trustees and key staff, Scottish and Welsh committee members will attend their respective Member Forums to provide visibility and an opportunity to engage directly with members.

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

4. AREAS, GROUPS AND NATIONS

Areas and Groups

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

There will be a further collaborative process, separate to this governance review, and starting in autumn 2026, with members and volunteers to examine how our Area and Group model can best support volunteering and operational effectiveness.

Ramblers Scotland and Ramblers Cymru

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

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

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

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

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

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

- The elected Scotland Trustee and elected Wales Trustee will chair their respective committees.
- 50% of committee members will be elected by Groups in Scotland and Wales (via a virtual process rather than at the annual Forum).

- 50% will be appointed by the committees themselves, enabling targeted recruitment to strengthen skills, expertise or regional representation.

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

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

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

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

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

5. OTHER MATTERS

Constitutional documents

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

Amendments to the Articles of Association will require a special resolution with at least 75% of members present in person or by proxy voting in favour.

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

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

Presidents and Vice Presidents (GB)

President

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

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

The Board will select a candidate, which could include seeking nominations by and from the membership, and the Board's nominee would be appointed subject to ratification by members at the AGM (in a similar process proposed for the trustee Chair and Treasurer).

The President will serve a fixed term of up to three years, rather than requiring re-appointment annually (as is currently the case).

Vice Presidents

Vice Presidents are either former Presidents who are Vice Presidents for life, or individuals elected by General Council who are reappointed annually. There are no formal role description or criteria set for who can be nominated.

Vice Presidents are currently ex officio Council members. If General Council ceases to exist, so will the formal governance role of the Vice Presidents.

Existing Vice Presidents will retain their titles for life in an honorary capacity.

The Ramblers will review alternative options for how long and valuable service can be formally recognised.

Presidents and Vice Presidents (Scotland) Ambassadors and Deputy Ambassadors (Wales)

President (Scotland)

The Ramblers Scotland President is currently an ex officio member of the Scottish Council, appointed by Council members.

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

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

Vice Presidents (Scotland)

Existing Vice Presidents in Scotland and Wales will retain the title as honorary roles.

The Ramblers Scotland committee will have the power to identify candidates, set the term, and agree the process for appointment of the Ramblers Scotland President and Vice Presidents.

Ambassadors and Deputy Ambassadors (Wales)

Ramblers Cymru has no Presidents or Vice Presidents. Ambassadors and Deputy Ambassadors in Wales have no formal governance role and will be retained as honorary ambassadorial roles.

The Ramblers Cymru committee will have the power to identify candidates, set the term, and agree to the process for appointment of the Ambassadors and Deputy Ambassadors.

Affiliated Clubs

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

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

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

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

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

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

Board suspension and expulsion powers

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

Established, fair procedures will be followed, including the Board's annually reviewed Member and Volunteer Investigation Process, as well as those that will be established in the Standing orders to ensure natural justice i.e. that the Board is acting in good faith, without bias, and ensuring the members have a fair opportunity to defend themselves.

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

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

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

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association

of

The Ramblers' Association

Company Number: 04458492



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

The Companies Act 2006

Company Limited by Guarantee without Share Capital

Articles of Association of The Ramblers' Association

PART I - CHARITABLE STATUS AND CAPACITY

OBJECTS AND POWERS

1. Objects

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

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

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

2. Powers

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

Manage its finances

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

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

Manage its property affairs

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

Work with other organisations

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

Manage its day-to-day operations

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

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

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

LIMITATION ON PRIVATE BENEFIT

3. Limitation on private benefit

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

Allowed payments

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

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

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

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

LIMITATION OF LIABILITY AND INDEMNITY

4. Liability of members

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

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

5. Indemnity

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

DISSOLUTION

6. **Dissolution**

- 6.1 The Board of Trustees or a General Council¹ may decide at any time to dissolve the Association. The Association shall then call a General Council meeting to confirm such a decision.
- 6.2 If the Association is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Association. Instead it must be given or transferred to some other charitable institution or institutions. This other institution must have similar objects to those of the Association and must prohibit the distribution of its income and property among its members to an extent at least as great as that required by this Memorandum of Association.
- 6.3 The institutions will be chosen by the council members of the Association at or before the time when the Association is wound-up or dissolved and if that cannot be done then the property shall be given to some other charity or charitable object.

¹ Any change to the dissolution clause will constitute a regulated alteration so the exact wording of the existing dissolution clause has been retained. A general council meeting in this context would be a general meeting of the members.

PART II – TRUSTEES

THE ROLE OF THE TRUSTEES

7. Management of Ramblers' business

7.1 Unless the Articles provide otherwise, the Trustees are responsible for managing Ramblers' business. When doing so, they may exercise all the powers of Ramblers.

7.2 The members may pass a special resolution requiring the Trustees to take (or refrain from taking) specified action: but this does not invalidate anything which the Trustees did before the resolution was passed.

8. Ability to delegate

8.1 Unless the Articles provide otherwise, the Trustees may delegate:

8.1.1 any of their powers or functions to any committee; and

8.1.2 the implementation of their decisions, or the day-to-day management of Ramblers' affairs, to any person or committee.

8.2 The Trustees may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

Delegating to a committee

8.3 When delegating to a committee, the Trustees must confirm:

8.3.1 the composition of that committee (although they may permit the committee to co-opt its own additional members, up to a specified number);

8.3.2 how the committee will report regularly to the Trustees; and

8.3.3 any other regulations relating to the functioning of the committee.

8.4 No committee shall knowingly incur expenditure or liability on behalf of Ramblers except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

Delegating investment management

8.5 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

8.5.1 the investment policy is set down in writing for the Financial Expert or Financial Experts by the Trustees;

8.5.2 timely reports of all transactions are provided to the Trustees;

8.5.3 the performance of the investments is reviewed regularly with the Trustees;

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

Appointing agents

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

9. Standing Orders

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

HOW TRUSTEES MAKE DECISIONS

10. The Trustees must take decisions collectively

Any decision of the Trustees must be either:

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

11. **Calling a Trustees' meeting**

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

12. **Procedure for Trustees' meetings**

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

Quorum

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

Virtual / hybrid meetings are acceptable

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

Chair and casting vote

12.4 The Chair, if any, or in their absence another Trustee nominated by the Trustees present, shall preside as chair of each Trustees' meeting.

12.5 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, and the chair of the meeting is eligible to vote at the meeting, they will have a casting vote in addition to any other vote they may have.

13. **Decisions without a meeting**

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

14. **Conflicts**

Declaration of interests

14.1 Unless Article 14.2 applies, a Trustee must declare the nature and extent of:

14.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with Ramblers; and

14.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of Ramblers or his or her duties to Ramblers.

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

Involvement in decision-making

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

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

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

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

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

Continuing duties to Ramblers

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

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

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

15. Validity of Trustee actions

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

APPOINTMENT AND RETIREMENT, ETC. OF TRUSTEES

16. Number of Trustees

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

17. **Appointment and Election of Trustees**

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

17.1.1 A Chair and Treasurer selected by the Trustees with their appointment being ratified by the members at an annual general meeting;

17.1.2 four Trustees elected by the members;

17.1.3 one Trustee elected from and by members in Scotland;

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

17.1.5 up to four Trustees appointed by the Trustees.

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

Terms of office

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

17.4 Subject to the Transitional Provisions, the Chair and Treasurer and any elected Trustee may serve for three years from the date of their election or appointment after which (subject to Article 17.6), they will be eligible for re-election or re-appointment for a second consecutive term of office. In exceptional circumstances, and for the purpose of maintaining the Chair and Treasurer's terms of office out of alignment, the Board may resolve to extend the term of either the Chair or the Treasurer by up to one additional year.

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

17.6 Where a Trustee is selected and appointed as Chair and/or Treasurer, they may serve for a third consecutive term of office.

17.7 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 general meeting.

Long-stop

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

Minimum age

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

18. Disqualification and removal of Trustees

A Trustee ceases to be a trustee if:

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

PART III – MEMBERS, AREAS, GROUPS AND GENERAL MEETINGS

BECOMING AND CEASING TO BE A MEMBER

19. Becoming a member

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

Subscriptions and eligibility for voting

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

20. Ending membership

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

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

20.2.4 they become employed by Ramblers; or

21. their membership is suspended or terminated in accordance with the process set out in the Standing Orders.

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

22.1 The Trustees may create categories of membership with different subscriptions or benefits and may alter such benefits and subscriptions at any time. They may not alter voting rights. To the extent that any class rights (as defined in the Companies Acts) are created under this Article or elsewhere within these Articles, those rights can be varied by special resolution of the members (without the need for separate consents from the members of affected classes).

22.2 The Trustees may establish one or more categories of associate membership. Associate members are not members of Ramblers for the purposes of the Articles or the Companies Acts but may have such rights and obligations (and may be liable for any such subscriptions) as the Trustees decide from time to time. The Trustees may admit and remove any associate members in accordance with any regulations that they make.

STAFF MEMBERS

22.3 All staff employed by Ramblers shall automatically be admitted as associate members upon commencement of their employment, by virtue of their employment (Staff Members).

22.4 For the avoidance of doubt, Staff Members are not members of Ramblers for the purposes of the Articles or the Companies Acts. They shall not be entitled to vote at any general meeting nor on any written resolution. They shall have rights and obligations as the Trustees decide from time to time.

22.5 A Staff Member shall cease to be an associate member automatically when they cease to be employed by Ramblers.

AREAS

22.6 Areas may be established by the Trustees to carry out the Charitable Objects of Ramblers in their prescribed areas.

22.7 Areas are subject to these Articles, the Standing Orders, the policy of Ramblers and the decisions of the Trustees from time to time. For the purposes of this Article, policy of Ramblers means any policy established or approved by the Trustees or derived from a strategic plan approved by the Trustees/members.

22.8 Areas must adopt a constitution which is substantially similar to the model constitution appended to the Standing Orders as updated from time to time or, if there is more than one such model, to one of these model constitutions.

- 22.9 An Area is incorporated within Ramblers and is not an independent organisation. Any assets or funds of an Area will belong to Ramblers. Where an Area is dissolved, its assets and funds will immediately transfer to Ramblers.
- 22.10 The Trustees may decide to dissolve or suspend an Area, or dismiss or suspend a member of the Area's governing body or a sub-committee of that governing body, after following the procedure set out in the Standing Orders.

GROUPS

- 22.11 Groups may be established by the Trustees to carry out the Charitable Objects of Ramblers in their prescribed areas.
- 22.12 Groups are subject to the Articles and Standing Orders. Each Group will have its own committee and will adopt a constitution which is substantially similar to the model constitution for Groups included in the Standing Orders as updated from time to time or, if there is more than one such model, to one of these model constitutions.
- 22.13 A Group established under the Articles is not an independent organisation. Any assets or funds of a Group will belong to Ramblers. Where a Group is dissolved, its assets and funds will immediately transfer to Ramblers. The governing body of an Area may decide to suspend or dissolve a Group or suspend or remove a committee member of a Group based within its area in accordance with the procedure set out in the Standing Orders.

RAMBLERS SCOTLAND AND RAMBLERS CYMRU

- 22.14 Ramblers Scotland carries out the Charitable Objects of Ramblers within Scotland. Ramblers Cymru carries out the Charitable Objects of Ramblers within Wales.
- 22.15 In accordance with its powers under Article 8 (Ability to delegate), the Trustees shall set up two committees of the board, usually chaired by the Trustee appointed under Article 17.1.3 and Article 17.1.4 to advise members and staff on the delivery of activities that further Ramblers' Charitable Objects in their respective nations..
- 22.16 The Board of Trustees and the two committees respectively shall jointly develop and agree terms of reference, including the titles of the committees.
- 22.17 Each of Ramblers Scotland and Ramblers Cymru form part of Ramblers. Any assets or funds of Ramblers Scotland and Ramblers Cymru belong to Ramblers.

ORGANISATION OF GENERAL MEETINGS

23. Annual general meetings

- 23.1 Subject to Article 34, Ramblers must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next.
- 23.2 The following business may be conducted at the annual general meeting, as relevant:
- 23.2.1 To consider the Board of Trustees' annual report and audited statement of accounts;

- 23.2.2 To appoint trustees as specified in these Articles; and
- 23.2.3 to appoint an auditor and authorise the Board of Trustees to fix the auditor's remuneration.
- 24. Voting on resolutions properly notified in advance.
- 24.1 The annual general meeting shall be held in accordance with such arrangements as are made by the Trustees.

25. **General meetings**

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

26. **Notice of general meetings**

Length of notice

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

Contents of notice

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

Service of notice

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

27. Attendance and speaking at general meetings

- 27.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 27.2 A person is able to exercise the right to vote at a general meeting when:
- 27.2.1 that person is able to vote on any resolutions put to the vote at the meeting; and
- 27.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 27.3 In determining attendance at a general meeting, it is irrelevant whether any two or more members attending it are in the same physical location as each other.
- 27.4 Two or more persons who are not in the same physical location as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 27.5 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a general meeting. The entitlement of any person to attend and participate in a general meeting shall be subject to such arrangements.
- 27.6 When the Trustees have made arrangements to facilitate Remote Attendance:
- 27.6.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
- (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
- (b) references in these Articles to the place of a general meeting shall be treated as references to the place specified as such in the notice of general meeting;
- 27.6.2 the Trustees must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Companies Acts;
- 27.6.3 the arrangements must specify:
- (a) how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
- (b) how those attending by Remote Attendance may vote;

27.6.4 Insofar as not disappplied by any arrangements made under Article 25.5:

- (a) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
- (b) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
- (c) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by Ramblers) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

28. **Quorum for general meetings**

28.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

28.2 The quorum shall be 50 members present in person, by proxy, entitled to vote on the business to be transacted.

28.3 If both a member and their proxy are present at a general meeting, only the member shall be counted in the quorum.

28.4 If a quorum is not present within half an hour from the time appointed for the meeting; (or such longer time as is decided by the chair of the meeting) or a quorum ceases to be present during the meeting:

28.4.1 where the meeting has been called by requisition of the members under the Companies Acts, it shall be dissolved; or

28.4.2 otherwise, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place (and with such arrangements for Remote Attendance (if any)) as the Trustees may decide, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

29. **Chairing general meetings**

29.1 The Chair or in their absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.

29.2 If neither the Chair nor any Trustee nominated in accordance with Article 27.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting.

29.3 Failing this, the members present in person or by proxy and entitled to vote must choose one of the members present in person (or one of the authorised representatives), to be chair of the meeting. For the avoidance of doubt, a proxy holder cannot be appointed to chair the meeting unless they are also a member (or authorised representative).

30. **Attendance and speaking by non-members**

30.1 The chair of the meeting may permit other persons who are not members of Ramblers (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

31. **Adjournment**

31.1 The chair of the meeting may adjourn a general meeting at which a quorum is present:

31.1.1 with the consent of the meeting;

31.1.2 in the event of technical failure under Article 25.6.4(b); or

31.1.3 if it appears to the chair that adjournment is necessary to protect the safety of any person attending the meeting or to ensure the business of the meeting is conducted in an orderly manner.

31.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

31.3 When adjourning a general meeting, the chair of the meeting must:

31.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

31.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

31.4 If the meeting is to continue more than 14 days after it was adjourned, Ramblers must give at least 7 Clear Days' notice of it:

31.4.1 to the same persons to whom notice of Ramblers' general meetings is required to be given; and

31.4.2 containing the same information which such notice is required to contain.

31.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

32. **Voting at general meetings**

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

Voting rights

32.2 Where a vote is carried out by a show of hands, the following persons have one vote each:

32.2.1 each member present in person; and

32.2.2 (subject to Article 33.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

provided that if a person attending the meeting falls within two or more of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

32.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

32.3.1 every member present in person; and

32.3.2 every member present by proxy (subject to Article 33.3).

32.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote they may have.

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

Saving provisions

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

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

32.7.1 has or has not been passed; or

32.7.2 passed with a particular majority;

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

33. **Poll voting: further provisions**

Process for demanding a poll

33.1 A poll on a resolution may be demanded:

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

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

33.2 A poll may be demanded by:

33.2.1 the chair of the meeting;

33.2.2 the Trustees;

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

33.2.4 any person who holds two or more votes; or

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

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

Procedure on a poll

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

33.5 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

33.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

33.7 A poll to elect a chair of the meeting, or concerning the adjournment of the meeting, must be taken immediately. Other polls must be taken within 30 days of their being demanded. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

33.8 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

33.9 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

34. **Proxies**

Power to appoint

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

Manner of appointment

- 34.2 Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which:
 - 34.2.1 states the name and address of the member appointing the proxy;
 - 34.2.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 34.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may decide; and
 - 34.2.4 is delivered to Ramblers in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.
- 34.3 Ramblers may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.
- 34.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 34.5 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 34.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 34.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

35. Delivery of Proxy Notices

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

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

- 35.2 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48-hour and 24-hour periods referred to in this Article 33.
- 35.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to Ramblers by or on behalf of that person.
- 35.4 The appointment of a proxy may be revoked by delivering to Ramblers a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
- 35.5 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.
36. **[Power to delay or postpone general meetings]**
- 36.1 The Trustees may suspend the requirement to hold an annual general meeting within the time limits specified in Article 22.1 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Trustee retirements and appointments, which when resolved upon and communicated to the members shall be binding in place of the arrangements in Article 17).
- 36.2 The Trustees may postpone a general meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The Trustees must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.]
37. **Amendments to resolutions**
- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by a further ordinary resolution if:
- 37.1.1 notice of the proposed amendment is given to Ramblers in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 37.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 37.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 37.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

38. **Written resolutions**

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

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PART IV - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

39. Communications by Ramblers

General rule

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

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

Exceptions

39.2 The following exceptions apply:

39.2.1 where the Companies Act 2006 requires it, the requirements in that Act for Ramblers to gain a person’s consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);

39.2.2 insofar as the communication falls within the scope of the Companies Act 2006, Ramblers must have gained the Trustee’s prior agreement for the deemed delivery provisions listed above (rather than those prescribed by the Companies Act 2006) to take effect. A Trustee may agree with Ramblers that notices or documents concerning Trustee decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;

39.2.3 a member present in person, by proxy or authorised representative at a meeting of Ramblers shall be deemed to have received notice of the meeting and the purposes for which it was called;

39.2.4 a member who does not register a postal address within the United Kingdom with Ramblers shall not be entitled to receive any notice from Ramblers by methods (a) or (b) but shall be entitled to receive any notice by methods (c), (d) or (e) (subject to Article 37.2.1 above) (and

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

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

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

40. **Secretary**

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

41. **Irregularities**

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

42. **Minutes**

42.1 The Trustees must ensure minutes are made:

42.1.1 of all appointments of officers made by the Trustees;

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

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

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

43. Records and accounts

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

43.1.1 annual reports;

43.1.2 annual statements of account; and

43.1.3 annual returns or confirmation statements.

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

44. Interpretation

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

45. Exclusion of model articles

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

Schedule 1 - Interpretation – Defined Terms

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

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

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

2. Unless the context requires, references to “writing” and “document” should be interpreted (without limitation) as allowing for the transmission of information in electronic form. A reference to a “document” includes summons, notice, order or other legal process.
3. Subject to paragraph 4 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
4. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on Ramblers.
5. Any reference within the Articles to the “Association” will mean Ramblers.
6. Any reference within the Articles to “general council” will mean “general meeting”.

Schedule 2 – TRANSITIONAL PROVISIONS

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

Notwithstanding anything to the contrary in the Articles, the terms of office of the Trustees who are in post at the time when these revised Articles	Name	End of Term	Notes

Articles of Association (draft) – 25 February 2026

came into effect shall be as follows: No			
1	Lucy Robinson	End of 2027 AGM	
2	Kelly Evans	End of 2028 AGM	May be re-appointed for a second term if possible in accordance with Article 17.
3	Mark Lavenstein	End of 2027 AGM	May be re-elected for a second term if possible in accordance with Article 17.
4	Joerg Kasproski	End of 2027 AGM	May be re-elected for a second term if possible in accordance with Article 17.
5	Chris Hodgson	End of 2027 AGM	May be re-elected for one year if possible in accordance with Article 17.
6	Dan Firmager	End of 2028 AGM	
7	Gulshun Rehman	End of 2028 AGM	
8	Janet Gee	End of 2028 AGM	May be re-elected for a second term if possible in accordance with Article 17.
9	Graham Taylor	End of 2027 AGM	May be re-elected for a second term if possible in accordance with Article 17.
10	Tina Lewis	July 2028	May be re-appointed for a second term if possible in accordance with Article 17.

THE RAMBLERS' ASSOCIATION
STANDING ORDERS

PART 1: INTRODUCTION

1. Relationship with Articles of Association

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

2. Alterations to these Standing Orders

- 2.1 These Standing Orders may be amended from time to time by written resolution or an ordinary resolution at a general meeting.
- 2.2 The Trustees shall give notice of any proposed substantive changes to the Standing Orders by posting these on the Ramblers' website at least 30 days before they are due to come into effect.

PART 2: GOVERNANCE FRAMEWORK

3. Governance Framework – Summary

- 3.1 Ramblers is governed by a Board of Trustees (the Board) who are ultimately responsible for the management of its business, the protection of its assets and the furtherance of its objects. To do this, the Board may exercise all powers of the charity and all rights under these Standing Orders.
- 3.2 Members of Ramblers shall be the subscribers to the Memorandum of Association of Ramblers and such other persons as are admitted to the membership by the Trustees in accordance with the Articles and these Standing Orders. References to 'Members' in these Standing Orders means all members of the Ramblers. Reference to 'Voting Members' means those Members who are eligible to vote at general meetings as per Standing Order 11.2.

PART 2: BOARD OF TRUSTEES

4. Appointment of Trustees

- 4.1 Subject to the transitional provisions in the Articles, the Board will consist of:
 - (a) A Chair;
 - (b) A Treasurer;

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

The Chair and the Treasurer

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

Elected Trustees

- 4.3 All Voting Members will be eligible to stand for election as one of four elected Trustees.
- 4.4 Where there is a vacancy for an elected Trustee or where one is due to arise, Ramblers shall communicate the opportunity for Voting Members to stand for election e.g. by publishing the vacancies on its website or communicating them by e-mail.
- 4.5 All Voting Members shall be invited to vote for their preferred candidate. Voting shall remain open for at least 30 days, with the results of the election being announced at the AGM.

Wales Trustee

- 4.6 All Voting Members who reside in Wales, will be eligible to stand for election as the elected Trustee from Wales.
- 4.7 Where there is a vacancy for the elected Trustee from Wales or where one is due to arise, Ramblers shall publish on its website the opportunity for Voting Members who reside in Wales to stand for election.
- 4.8 All Voting Members who reside in Wales shall be invited to vote for their preferred candidate. Voting shall remain open for at least 30 days with the results of the election being announced at the AGM.

Scotland Trustee

- 4.9 All Voting Members who reside in Scotland, will be eligible to stand for election as the elected Trustee from Scotland.
- 4.10 Where there is a vacancy for the elected Trustee from Scotland or where one is due to arise, Ramblers shall publish on its website the opportunity for Voting Members who reside in Scotland to stand for election.

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

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

Appointed Trustees

4.13 Where the Board would like to appoint a Trustee, Ramblers may publish a description of the role on its website (and other relevant platforms) and carry out a recruitment process, the details of which shall be considered and agreed by the Board based on its requirements at the time.

4.14 Following the agreed recruitment process, the Board may appoint up to four Trustees in accordance with the Articles. Appointed Trustees must be members of Ramblers at the time of appointment and throughout their period of service.

Vice Chair

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

5. Retirement of Trustees

5.1 All Trustees elected by the Voting Members shall be elected for a term of three years, with Trustees being eligible to stand for re-election and be re-elected for a further three-year term.

5.2 Trustees appointed by the Board shall be appointed for a term as specified by the Board at the time of appointment.

5.3 The maximum terms of appointment of Trustees is set out in the Articles.

6. Trustee decision-making

6.1 The Board will meet at least three times a year at the times and dates that it decides.

6.2 The quorum for any meeting is 50% of Trustees.

6.3 A meeting of the Board may be called on not less than 14 days' notice at the request of the Chair, or in response to a written request signed by not less than 50% of Trustees setting out the purpose of the meeting.

6.4 The Trustees or any member of a sub-committee can participate in any meeting by means of telephone or any communication equipment which allows everyone participating to hear each other. People participating in this way are deemed to be present in person at the meeting and will be entitled to vote and be counted in the quorum. A meeting held in this way will be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chair of the meeting is situated.

7. Majority decision without a meeting

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

7.2 A decision of the Trustees may be taken by majority and shall be as valid and effectual as if it had been taken at a Board meeting duly convened and held if:

- (a) a Trustee has become aware of a matter on which the Trustees need to take a decision;
- (b) that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
- (c) the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- (d) a majority of the Trustees vote in favour of a particular decision on that matter (including without limitation by Electronic Means, such as by email).

7.3 Trustees participating in the taking of a majority decision otherwise than at a Board meeting in accordance with this section:

- (a) may be in different places, and may participate at different times; and
- (b) may communicate with each other by any means, subject to Standing Order 7.4.

7.4 No decision shall be taken by the Trustees in accordance with this Standing Order 7 unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Standing Order 7 shall be the same as the quorum for Board meetings as set out in Standing Order 6.2.

7.5 The Chair, or such other Trustee as shall be appointed by the Trustees, shall be the chair of the process of decision-making in accordance with this section. The process shall include:

- (a) circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes (the chair of the process can determine what this date should be but, except in unusual circumstances, it should be at least 14 days after the proposed decision was circulated);
- (b) the nomination by the chair of the process of a person to whom all Trustees' votes must be communicated (the Nominated Person);
- (c) if a majority of the Trustees vote in favour of the decision, the Nominated Person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the Nominated Person confirming formal approval; and

7.6 the nominated person must prepare a minute of the decision in accordance with Article 40.

8. Powers and Responsibilities of the Board

- 8.1 The Board may:
- (a) exercise all the powers of Ramblers and take all actions that are not required to be carried out by the Members;
 - (b) appoint committees to deal with any special aspects of work of Ramblers or in respect of the work in any particular part of the United Kingdom; and
 - (c) elect members to serve on a joint committee with any other organisation or organisations in any matters coming within the objects of Ramblers.
- 8.2 The committees that are appointed by the Board under Standing Order 8.1(b) must operate under the terms of reference that are agreed by the Board from time to time.
- 8.3 The chair of each committee must be a trustee. The Chair, Vice Chair (if any) and Treasurer will be entitled to participate in the meetings of all committees and must be notified of their meetings
- 8.4 The Board will also be responsible for:
- (a) keeping registers of Members and all other members in accordance with Article 43.1;
 - (b) producing publications (if applicable);
 - (c) representing Ramblers on related or similar organisations where desirable;
 - (d) preparing and representing any petitions to achieve the objects of Ramblers and the preparation and distribution of any policy and publicity material;
 - (e) promoting the Areas and defining the scope of their territory;
 - (f) coordinating the work of the Areas;
 - (g) allocating Members to Areas and Groups;
 - (h) keeping minutes of the proceedings of meetings of the members and the Board and its committees.
9. **President**
- 9.1 At the AGM, on the Board's recommendation, the members may confer on an individual (with the individual's consent) the honorary title of President of Ramblers.
- 9.2 The President may be appointed for a term of up to three years and shall be eligible for re-appointment subject to a maximum term of nine consecutive years. The President may be removed from office by a resolution of the Board of which they have been given seven days' notice. In exceptional circumstances requiring particular urgency in the best interests of Ramblers, with unanimous agreement of the Board, the notice period may be shortened to two days.
- 9.3 Although the President may be a Member, they shall not be a Trustee and shall not have any power to bind Ramblers.

PART 3: MEMBERS

10. Membership Subscriptions

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

11. Admission of Members and Membership Rights

- 11.1 On receipt of the first subscription payment, a member shall be deemed to be added to the Ramblers' register of members and considered a Non-Voting Member.
- 11.2 Once a member has held membership of the Ramblers for 12 consecutive months and all subscriptions payable by them to Ramblers have been paid up, they shall be considered in Ramblers' register of members as a Voting Member.
- 11.3 All Trustees (from time to time) shall be Voting Members for the term of their appointment as a Trustee.
- 11.4 All members shall agree to support and uphold the charitable objects of the organisation and to conduct themselves in a manner consistent with its values, and are expected to behave respectfully, responsibly and in ways that promote and protect the reputation and purposes of the charity.

12. Suspension and/or Ending of Membership

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

- (b) if the decision is taken by a committee to which power has been delegated by the Trustees, such a decision has been [ratified by / reported to] the Trustees.
- 12.3 The Board of Trustees (or committee members, as relevant) may specify a period of time during which an application for readmission by a Member that has been removed in accordance with Standing Order 12.2 will not be considered for approval.
13. **Calling a General Meeting**
- 13.1 General meetings shall be held in accordance with the Articles and the Companies Acts.
- Threshold required to demand a general meeting*
- 13.2 The Trustees are required to call a general meeting once Ramblers' has received a request to do so supported by 100 Voting Members.
- Form and content of members' request*
- 13.3 The members' request:
- (a) Must state the general nature of the business to be dealt with at the meeting (section 303(4)(a), CA 2006);
 - (b) May include the text of a resolution intended to be moved at the meeting (section 303(4)(b), CA 2006). A resolution may be properly moved at a meeting unless it would if passed be ineffective, defamatory or it is frivolous or vexatious (section 303(5), CA 2006);
 - (c) May be made in hard copy or electronic form (section 303(6)(a), CA 2006); and
 - (d) Must be authenticated by the person(s) making it (section 303(6)(b), CA 2006).
- 13.4 Only matters covered by the requisition may be discussed at the meeting.
- When the general meeting must be called and held*
- 13.5 The Trustees must:
- (a) Call a general meeting by sending out a notice of the meeting within 21 days of receiving a valid request under section 303 of the CA 2006 (section 304(1)(a), CA 2006). The meeting must be convened in the same manner as that in which meetings are usually convened by the directors (section 305(4), CA 2006); and
 - (b) Provide for the general meeting to be held on a date not more than 28 days after the date of the notice of meeting (section 304(1)(b), CA 2006).
- 13.6 Where the members' request for a general meeting identifies a resolution intended to be moved at the meeting, the notice of meeting must include notice of this resolution (section 304(2), CA 2006).
- 13.7 If the resolution is to be proposed as a special resolution, the Trustees are treated as not having duly called a meeting if they do not give the required notice of the resolution in accordance with section 283 of the CA 2006 (section 304(4), CA 2006).

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

- 13.8 The members who requisitioned the meeting (or any of them representing more than half of the total voting rights of the requisitionists) may themselves call the meeting where the Trustees are required to call a meeting but fail to do so (or the Trustees call a meeting to consider part only of the specified matters) within the requisite time period set out in this Standing Order 13.
- 13.9 This meeting must be called for a date not more than three months after the date on which the Trustees became subject to the requirement to call a meeting (being the date Ramblers received a valid request to call a meeting) (section 305(3), CA 2006). It must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by the Trustees (section 305(4), CA 2006). This includes sending a notice of meeting in the same way and to the same persons as if the meeting had been convened by the Trustees.
- 13.10 Where the members' meeting request identified a resolution intended to be moved at the meeting, the notice of meeting must include notice of this resolution (section 305(2), CA 2006). The business to be dealt with at the meeting convened by the members includes, but is not confined to, the resolution of which notice has been given in accordance this Standing Order 13.

Expenses of calling a meeting

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

PART 4: AREAS AND GROUPS

14. Area and Group Membership

- 14.1 As specified in Standing Order 8.4, the Board shall allocate new members to a Group and the new member shall belong to the Area of which the Group is a part. However, members may request to transfer their area or group membership (as applicable) to any Area or Group of their choice.
- 14.2 The allocation by the Board may be made on the basis of postcode boundaries provided that:
- (a) The Board seeks to minimise any discrepancy between the boundary of an Area/group as defined in its Constitution and by postcodes; and
 - (b) Areas and Groups are consulted about the definition of these postcode boundaries.

15. Model Constitutions

- 15.1 The model constitutions for Areas and Groups shall be appended to the Standing Orders.

- 15.2 All of the provisions that regulate Areas and Groups are contained in the Articles, these Standing Orders and the constitutions for an Area or Group. Each member of an Area or a Group agrees to comply with these provisions.
- 15.3 Each governing body of an Area or Group must promptly inform Ramblers of the names of all the people elected, appointed, nominated or co-opted to it or to a sub-committee and the dates of their resignations or retirements.
- 15.4 A person will cease to be a member of an Area or Group upon ceasing to be a Member of Ramblers.
- 15.5 Areas and Groups are not permitted to seek publicity on national issues unless it conforms with the policy of Ramblers on particular matters or, in the absence of such policy, the prior consent of the Trustees has been obtained.
- 16. Funding of Areas and Groups**
- 16.1 All monies raised by and on behalf of an Area or Group including funding received from Ramblers under the provisions of the Articles or these Standing Orders shall be applied in furtherance of Ramblers' charitable objects.
- 16.2 Each Area and Group may raise its own funds in accordance with the policies of Ramblers and may also submit a request for funding to the Board (Funding Request).
- 16.3 A Funding Request must include an annual budget, and must be in accordance with the timetable, procedure and format that has been set by the Board.
- 16.4 The Board will consider the budget and any Funding Request and may vary the amount of funding from that which has been requested.
- 16.5 If a Funding Request has been approved by the Board, Ramblers will pay instalments of the agreed funding as soon as practicable after the end of each quarter of Ramblers' financial year.
- 16.6 The Board may consider paying a further grant to any Area or Group during the course of Ramblers' financial year if the Area's or Group's circumstances change and a revised budget is submitted by the relevant Area or Group and agreed by the Board.
- 16.7 When a new Area or Group is formed, or when there is an adjustment of boundaries between Areas, the Board will, after consultation with the Groups and/or Areas concerned, decide upon the amount of money to be transferred between relevant Groups and/or Areas. The amount to be transferred will normally be a share of a Group or Area's accumulated funds proportionate to the number of members transferred from a Group or Area.
- 17. Area and Group Filings and Compliance**
- 17.1 All bank accounts of Areas and Groups must be held with the principal bankers of Ramblers as notified to Areas and Groups from time to time by the Board.
- 17.2 All accounts in the name of the Area shall be opened at such bank as the Board shall approve (Bank). All monies received shall be paid into the Bank and all payments, other than petty cash payments, shall be made by cheque or appropriate form of electronic transmission

subject to appropriate controls. Cheques shall be signed by the Finance Officer and/or other officers as decided by the Area or Group. To enable petty cash expenses to be paid, an advance shall be made to the Finance Officer when necessary.

- 17.3 Each Area and Group must make its financial records available for inspection by the Treasurer of Ramblers or their authorised representative on request.
- 17.4 Each Area and Group shall appoint an individual (Finance Officer) to keep proper financial records and to provide the Board with copies of the following by 31 March in each year:
- (a) the annual report;
 - (b) the income and expenditure accounts for the preceding financial year;
 - (c) a balance sheet showing the assets and liabilities at the end of the financial year; and
 - (d) a copy of the report of the independent examiner (if applicable).
- 17.5 Each governing body of an Area or Group must promptly comply with any requests from the Board to enable Ramblers to comply with its responsibilities under the Data Protection Act 2018 or any other relevant laws and regulations.

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

- 18.1 The Trustees may decide to dissolve or suspend an Area or a Group by a resolution passed by at least two-thirds of those present and voting at a properly convened meeting of the Trustees if:
- (a) The Area or Group breaches any provisions of the Articles, these Standing Orders, or its Constitution and fails to remedy the breach (if capable of remedy) within 60 days of a written request from the Board addressed to the honorary officers of that Area or Group; or
 - (b) The Trustees believe that the Area or Group is not acting in the lawful / best interests of Ramblers.
- 18.2 The exercising of this power is on the basis that:
- (a) the officers of the Area or Group are given at least 14 days' notice in writing of the Board meeting at which the dissolution or suspension is to be proposed along with the reasons for the dissolution or suspension; and
 - (b) one officer of the Area or Group is entitled to attend the meeting and make oral representations on behalf of the Area or Group before the decision is voted upon; and
 - (c) the Board will also consider any written representations from the Area or Group (which must be received by the Board by the date specified in the notice sent to the officers of the Area or Group) before the decision is voted upon.

18.3 Provided that the above procedure is followed, the dissolution or suspension of the Area or Group will immediately come into effect on the date provided by Board in the written notice of its decision given to the honorary officers of the Area or Group.

18.4 Upon dissolution, the Area or Group must stop all of the activities that are carried out on behalf of Ramblers. On suspension, the Board may impose any conditions it wishes.

19. Dismissal or Suspension of a member of a Governing Body of an Area or Group

19.1 The Trustees may decide to dismiss or suspend a member of an Area's or a Group's governing body or a sub-committee of that governing body, by at least two-thirds of those present and voting at a properly convened meeting of the Trustees if:

(a) the Board believes the individual is not acting in the lawful / best interests of Ramblers; or

(b) as a result of the member's actions or errors, the group breaches, or the individual breaches, any provisions of the Articles, these Standing Orders or the Constitution of the relevant Area or Group and the individual fails to remedy the breach (if capable of remedy) within 30 days of receiving a written request from the Board.

19.2 The exercising of its power is on the basis that:

(a) The relevant member is given at least 14 days' notice in writing of the meeting of the Board at which the dismissal or suspension is to be proposed along with reasons for the dismissal or suspension; and

(b) the member is entitled to make written representations (which must be received by the date specified in the notice of the meeting sent to them) and oral representations in person to the Board before the decision is voted upon.

19.3 Provided that the above procedure is followed, the dismissal or suspension of the member from the governing body of that Area or Group or one of its sub-committees, will immediately come into effect on the date provided by the Board in the written notice given to the member of its decision. On suspension, the Board may impose any conditions it wishes.

PART 5: NATIONS

20. Members of Ramblers Cymru and Ramblers Scotland

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

21. Ramblers Cymru Committee and Ramblers Scotland Committee

21.1 As set out in the Articles, a committee of the Board of Trustees will be established for each of Ramblers Cymru and Ramblers Scotland, names to be determined in the respective Terms of Reference, to:

a) Support the delivery of the Ramblers' strategy, charitable objects and activities in Scotland and Wales, ensuring that Scotland and Wales-specific priorities,

opportunities and challenges are reflected in organisational planning and decision making.

- b) Advise the Board of Trustees on matters affecting Scotland and Wales, drawing on member, volunteer and stakeholder insight, and the experience of Groups and Areas across Scotland and Wales.
 - c) Provide strategic guidance and support to the Director of Scotland and Scotland staff team, helping to shape priorities, programmes and campaigns relevant to Scotland's legislative, policy and cultural context.
 - d) Champion Scottish and Welsh members and volunteers by ensuring their views and experiences inform Ramblers' work at both Scottish, Welsh and GB level.
- 21.2 The Trustee elected by members in Wales shall be the chair of the Ramblers Cymru Committee and the Trustee elected by members in Scotland shall be the chair of the Ramblers Scotland Committee.
- 21.3 The members of each committee shall work with the Board of Trustees to jointly develop practical terms of reference to govern each committee. These terms of reference shall be periodically reviewed by the Board of Trustees with any changes being implemented after agreement with the relevant committee.

PART 6: MEMBER FORUMS

22. Establishment and Purpose

- 22.1 Member Forums ("the Forums") are established as formal mechanisms for structured engagement between members, Trustees and staff.
- 22.2 The purpose of the Forums is to provide a forum for members, staff and trustees to come together to debate and discuss issues and to strengthen cohesion and resilience across the organisation and, in particular, to enable issues of concern or interest to be raised by members and volunteers, and to strengthen accountability through transparent reporting processes.:

23. Frequency and Locations

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

24. Attendance and Participation

- 24.1 All members are entitled to attend a Forum, subject to venue capacity.
- 24.2 Each Group and Area shall be entitled to nominate at least one representative to attend each Forum, with travel for one such representative funded centrally.
- 24.3 No fee shall be charged for attendance.

24.4 Members may speak, participate in discussions and propose agenda items.

25. **Agenda-Setting**

25.1 Planning groups for each Forum will be established comprising members, trustees and staff.

25.2 Members, Groups, Areas and Nations may submit topics for consideration.

25.3 Background papers will be issued in accessible language in advance of each Forum.

26. **Format and Conduct of Forums**

26.1 Each Forum may include the following:

- (a) structured debate on organisational issues;
- (b) sharing of best practice and learning;
- (c) governance-related discussion;
- (d) networking and peer support;
- (e) training or skills development;
- (f) celebration of volunteer contribution; and
- (g) any other topics or sessions agreed by the Forum planning group.

26.2 Forums will be conducted in accordance with Ramblers' values, promoting an enjoyable, inclusive and respectful experience for all participants.

27. **Trustee Attendance and Engagement**

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

27.2 The Forum chair, or a delegated trustee, will outline at each Forum how outputs will be captured and considered.

28. **Forum Outputs**

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

- (a) key themes discussed;
- (b) recommendations to the Board;
- (c) best-practice examples shared;
- (d) matters requiring further exploration.

28.2 The outcomes from each Forum will be published through established communication channels.

29. **Board Consideration and Reporting**

29.1 The Board will consider Forum outputs at its next scheduled meeting.

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

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

30. **Continuous Improvement**

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

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

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