

CONSTITUTION OF RAMBLERS SCOTLAND

1. NAME AND DEFINITION

The organisation's name is Ramblers Scotland. It is a Constituent Part of the Ramblers' Association

2. OBJECTIVES

The function of Ramblers Scotland shall be to further the objectives of the Ramblers Association in Scotland, to co-ordinate and expand the activities of Areas and Groups in Scotland and to exercise the authority and responsibility of Ramblers Scotland as a Constituent Part of the Ramblers Association in terms of Article 11 of the Articles of Association of the Ramblers Association (the Articles)

3. MANAGEMENT

3.1 The management and control of Ramblers Scotland, within the terms of the Articles shall be vested in a Scottish Council (Council), which shall consist of:

3.1.1 two delegates nominated by each Area in Ramblers Scotland,

3.1.2 one delegate nominated by each Group in Ramblers Scotland,

3.1.3 one delegate nominated by each organisation affiliated to the Council in accordance with clause 4,

3.1.4 up to three representatives nominated by the Board of Trustees of the Ramblers Association, who shall be entitled to attend and speak but who shall have no voting rights,

3.1.5 the Honorary Officers of the Council,

3.1.6 the members of the Ramblers Scotland Strategic Committee declaring that, at any Annual General Meeting (AGM) of the Council, the retiring members of the Ramblers Scotland Strategic Committee shall remain members of that Council until close of business at that Meeting, whether or not they have been re-elected to the Ramblers Scotland Strategic Committee at that meeting.

3.1.7 in the event of a Motions Committee being appointed under the Standing Orders, such members of that Committee as were elected by the previous year's AGM.

3.2 In the event of any person being a member of the Council by reason of more than one of the above categories, then that person shall have only one vote at an AGM or Special General Meeting (SGM).

3.3 A member of the Council may appoint another such member to speak and/or vote on his or her behalf at an AGM or SGM.

4. AFFILIATION TO THE COUNCIL

4.1 Other organisations may be affiliated to the Council provided that the Ramblers Scotland

Strategic Committee consider that:

- 4.1.1 they have aims and objectives broadly in accord with those of the ramblers Association,
 - and
 - 4.1.2 their activities are widespread in Scotland.
- 4.2 Such affiliated organisations shall pay the annual affiliation fee as agreed by the Ramblers Scotland Strategic Committee.
- 4.3 Their appointed delegates to the Council shall have the same rights as other members of the Council, except that not more than two delegates of affiliated organisations may be elected as members of the Ramblers Scotland Strategic Committee under clause 9.2.2.
- 5. HONORARY OFFICERS
 - 5.1 The Honorary Officers of the Council shall be:
 - 5.1.1 a President,
 - 5.1.2 such Vice-Presidents as may be elected from time to time by the AGM,
 - 5.1.3 a Convener,
 - 5.1.4 a Vice-Convener,
 - 5.1.5 an Honorary Treasurer,
 - 5.1.6 such other Honorary Officers as the Council may from time to time determine.
 - 5.2 All Honorary Officers shall be elected for a period of three years at the AGM.
 - 5.3 Honorary Officers (excepting the Vice-Presidents for whom there is no limitation on service) shall have maximum periods of service as follows:
 - 5.3.1 the President and Convener shall serve for no more than three consecutive years without a break of at least one year and may be elected to either office notwithstanding ineligibility for election to the Ramblers Scotland Strategic Committee in terms of clause 9.4;
 - 5.3.2 the Vice-Convener and Honorary Treasurer shall serve for no more than six consecutive years without such a break, including any immediately preceding period of service on the Ramblers Scotland Strategic Committee in another capacity.
 - 5.4 The Convener, Vice-Convener and Honorary Treasurer must be members of Ramblers Scotland at the time of their election and at all material times thereafter.
 - 5.5 Where an AGM fails to elect a President, Convener, Vice-Convener or Honorary Treasurer or where a casual vacancy arises in relation to any of those offices, the Ramblers Scotland Strategic Committee may appoint a person who satisfies any relevant eligibility requirement to that office for the period until the end of the following AGM and such appointment will not count towards any maximum period of service for that office.

6. ANNUAL GENERAL MEETING OF THE COUNCIL

- 6.1 The AGM shall be held not later than 31st March each year and may be held electronically.
- 6.2 The AGM shall transact the following business:
 - 6.2.1 to consider the Annual Report of the Ramblers Scotland Strategic Committee and the independently examined statement of accounts,
 - 6.2.2 to elect Honorary Officers and members of the Ramblers Scotland Strategic Committee for the ensuing year under clauses 5.1 and 9.2.2,
 - 6.2.3 to appoint an Independent Examiner or Examiners,
 - 6.2.4 to consider, adopt, carry out or otherwise dispose of motions and resolutions coming within the scope of the objects of the Council,
 - 6.2.5 to adopt Standing Orders in accordance with clause 8, if desired,
 - 6.2.6 to alter this Constitution or Standing Orders in accordance with clause 11,
 - 6.2.7 to endorse, vary or reject any motion submitted by the Ramblers Scotland Strategic Committee to the next Annual Meeting of the General Council of the Ramblers Association,
 - 6.2.8 to transact any other competent business.
- 6.3 Seven members of the Council present in person or by proxy and to include two elected members of the Ramblers Scotland Strategic Committee shall form a quorum for an AGM or a SGM.
- 6.4 At least 90 days' notice of the date of the AGM shall be given to all those entitled to send delegates or to attend.
- 6.5 The nomination of Honorary Officers or the appointment of an Independent Examiner or Examiners shall be by way of motion and in the case of the former, must be accompanied by the consent of the nominee.
- 6.6 The nomination of members of the Ramblers Scotland Strategic Committee (other than Honorary Officers) must be in writing, accompanied by the consent of the nominee, and delivered by such time during the AGM and to such person as may be nominated by the Convener, and announced prior to, or as soon as practicable after the start of, the relevant AGM.
- 6.7 The absence from the AGM of a person otherwise eligible shall not debar such person from being elected as an Honorary Officer or member of the Ramblers Scotland Strategic Committee.

7. SPECIAL GENERAL MEETINGS OF THE COUNCIL

7.1 A SGM of the Council shall be called if:

- 7.1.1 the Ramblers Scotland Strategic Committee or the Board of Trustees of the Ramblers Association so decide,
- or
- 7.1.2 a written request is received, by the member of staff acting as Secretary to the Council, on behalf of Areas and/or Groups with a joint delegate entitlement of a least one-third of the total Area and Group entitlement under clauses 3.1 and 3.2.

7.2 This decision or written request must specify the purpose for which the SGM is requested and the terms of any business proposed for transaction or motion to be considered.

7.3 Not less than 21 days' notice of such a SGM shall be sent to all entitled to send delegates or to attend. The notice of the SGM shall state the business to be transacted; no other business shall be transacted.

7.4 The provisions of clause 6.1 regarding meeting electronically shall apply to SGMs as they do to AGMs.

8. STANDING ORDERS

The Council may make such Standing Orders for the conduct of its meetings as may from time to time be considered necessary. Adoption of any Standing Order shall require the support of at least two-thirds of the Council members present, eligible to vote and voting at the meeting during which it is proposed for adoption. No Standing Order shall be adopted if it is not in accordance with the terms of this Constitution and the Articles.

9. RAMBLERS SCOTLAND STRATEGIC COMMITTEE

9.1 The business of Ramblers Scotland shall be managed on behalf of the Council by the Ramblers Scotland Strategic Committee.

9.2 The Ramblers Scotland Strategic Committee shall consist of:

- 9.2.1 the President, the Convener, the Vice-Convener and the Honorary Treasurer,
- 9.2.2 seven individuals, each of whom must be a member of Ramblers Scotland or a representative from an organisation affiliated to Scottish Council. Each person shall be elected for a period of three years,
- 9.2.3 not more than three members co-opted by the Ramblers Scotland Strategic Committee.

9.3 No elected or co-opted member of the Ramblers Scotland Strategic Committee shall serve for more than six consecutive years (including any consecutive service on the Ramblers Scotland Strategic Committee in a different capacity) without a break of at least one year, provided that: (a) a period of co-option of less than one year immediately prior to election shall not count towards the six year period applicable to elected members; and (b) the Convener in office when this provision comes into effect may remain as a member of the Ramblers Scotland Strategic Committee until the end of the AGM in 2023.

9.4 Co-option to the Ramblers Scotland Strategic Committee shall be for the period to the end of

the first AGM after co-option.

- 9.5 In the event of a vacancy in the elected membership of the Ramblers Scotland Strategic Committee, the provisions of clause 5.5 shall apply with appropriate changes.
- 9.6 The Ramblers Scotland Strategic Committee shall meet at least three times a year and may conduct such parts of its business as it considers appropriate electronically.
- 9.7 At any meeting of the Ramblers Scotland Strategic Committee, five shall form a quorum, to include at least one Honorary Officer.
- 9.8 The Ramblers Scotland Strategic Committee may conduct business despite any vacancy on the Committee, except that, if the total membership of the Committee falls below the required quorum, the Committee may act only to summon a meeting of the Council.
- 9.9 The Ramblers Scotland Strategic Committee may submit motions on behalf of Ramblers Scotland to the next Annual Meeting of the General Council of the Ramblers Association (if so desired), subject to any limitation imposed in the Standing Orders of the Ramblers Association, but must present any such motions to the meeting of the Council immediately prior to the meeting of General Council at which such motions are to be considered, for endorsement by the Council. If the Council votes to vary any such motion, then the Ramblers Scotland Strategic Committee must submit to General Council a corresponding amendment to the motion. If the Council votes to reject any such motion, then the Ramblers Scotland Strategic Committee must withdraw the motion from General Council.
- 9.10 The Ramblers Scotland Strategic Committee may constitute and delegate powers to sub-committees which may comprise non-members of the Ramblers Scotland Strategic Committee provided always that if powers are delegated to a sub-committee a majority of its members must be members of the Ramblers Scotland Strategic Committee.

10. FINANCE

The Treasurer shall prepare, for submission to the AGM of the Council and for inclusion in the statement of accounts of the Board of Trustees of the Ramblers Association, a statement of accounts drawn up to 30th September each year.

11. ALTERATIONS TO THE CONSTITUTION AND TO STANDING ORDERS

- 11.1 This Constitution and any Standing Orders may only be altered (subject to clause 11.2) where the process and conditions set out in Standing Order B5 for AGMs and SGMs, any relevant Standing Orders, and clause 11.2 have been met and where the particular alteration is supported by two-thirds of those present, eligible to vote and voting at the meeting of the Council where the alteration is proposed.
- 11.2 No alterations to this Constitution shall take effect without the agreement of the Board of Trustees of the Ramblers Association.

12. DERECOGNITION OF RAMBLERS SCOTLAND

- 12.1 The following provisions shall apply to any motion seeking a resolution by the Council that it is impossible or undesirable for Ramblers Scotland to continue as a Constituent Part of the Ramblers Association.

- 12.1.1 the proposal for such a motion must be received by the member of staff who is acting as Secretary to the Council at least 56 days before the General Meeting at which it is to be considered.
- 12.1.2 notice of such proposal shall be circulated to all those entitled to send delegates or to attend, at least 28 days before the General Meeting.
- 12.1.3 the motion shall not be regarded as having been passed by the Council unless it is passed by two-thirds of those present, eligible to vote and voting at the General Meeting.

12.2 In the event of a motion being passed in accordance with clause 12.1:

- 12.2.1 the Board of Trustees of the Ramblers Association shall be informed forthwith and asked to recommend to General Council of the Ramblers Association that it should cancel recognition of Ramblers Scotland as a Constituent Part of the Ramblers Association;
- 12.2.2 unless otherwise provided in the motion, the Council and the Ramblers Scotland Strategic Committee provided for in this Constitution shall continue to function until such time as General Council of the Ramblers Association cancels recognition of Ramblers Scotland as a Constituent Part of the Ramblers Association.

13. INTERPRETATION

- 13.1 The meaning of all the expressions in the Constitution is the meaning expressed or implicit in the Articles. All actions arising from the former shall be in accordance with the latter.
- 13.2 Unless the context requires otherwise, a 'year' means the period between the end of one AGM and the end of the next AGM.

14. NOTICES

The accidental omission to give notice of a meeting to any member or non-receipt of such notice by any member shall not invalidate any competent business transacted at such a meeting.

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Approved by the Scottish Council of Ramblers Scotland – v.05 March 2022
