

May 2011

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
THE RAMBLERS' ASSOCIATION**

THE COMPANIES ACTS 1985 AND 1989

Association Limited by Guarantee and not having a Share Capital

**MEMORANDUM OF ASSOCIATION OF
THE RAMBLERS' ASSOCIATION**

1. Name of Association

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

2. Registered Office

The registered office of the Association will be in England and Wales.

3. Objects of the Association

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

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

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

4. What the Association may do

4.1 The Association may do anything lawful that may be necessary in order to promote its

Objects, including the use of the following powers:-

- (a) to construct alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment, the buildings and any other premises or structure or land which the Association may need for its Objects;
- (b) to employ and pay any employees, officers, servants and professional or other advisers;
- (c) subject to any consents required by law to raise funds and borrow monies, invite and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any other way;
- (d) subject to any consent required by law to buy, take on lease, sell lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort and give or receive any guarantee or indemnity;
- (e) to promote, encourage or undertake study or research and disseminate the results of such;
- (f) to produce, print and publish anything in written, oral, visual or electronic media;
- (g) to provide or procure the provision of services training, consultancy, advice, support, counselling and guidance ;
- (h) to promote and advertise the Association's activities;
- (i) to invest any money that the Association does not immediately need in any investments, securities or properties;
- (j) to undertake any charitable trust or any charitable agency business which may promote the Association's Objects;
- (k) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their wives, husbands and other dependants;
- (l) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or the trade is temporary and ancillary to the carrying out of the objects of the Association;
- (m) to establish, promote and otherwise assist any limited Association or companies for the purpose of acquiring any property or of furthering in any way the objects of the Association through trading and to establish the same either as wholly owned subsidiaries of the Association or jointly with other persons, companies, government departments or local authorities and to finance the same if the

Members of the Board of Trustees see fit by way of loan or share subscription on commercial terms provided that the Association shall seek professional legal advice before financing such companies;

- (n) to establish, support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (o) to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Association is authorised to join, and perform any of their engagements;
- (p) to transfer any of the Association's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Association is authorised to join;
- (q) to open and operate banking accounts and other banking facilities;
- (r) to enter into any arrangements with any governments, authorities or any person or association necessary to promote any of the Association's Objects;
- (s) to insure any risks arising from the Association's activities;
- (t) to insure the Board of Trustees against the costs of a successful defence to a criminal prosecution brought against them as Board of Trustees members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Board of Trustees members concerned were reckless or knew the act or omission was a breach of trust or breach of duty;
- (u) to make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners;
- (v) to pay all the expenses and costs of establishing the Association;
- (w) to delegate upon such terms and at such reasonable remuneration as the Association may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment provided always that:-
 - (i) the Managers shall be authorised to carry on investment business under the provisions of the Financial Services Act 1986;
 - (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Association;
 - (iii) the Managers shall be under a duty to report promptly to the Association any exercise of the delegated powers and in particular to report every

transaction carried out by the Managers of the Association within 14 days and report regularly on the performance of investments managed by them;

- (iv) the Association shall be entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Association shall be bound to review the arrangements for delegation at intervals but so that any failure by the Association to undertake such reviews shall not invalidate the delegation;
- (vi) the Association shall be liable for any failure to take reasonable care in choosing the Managers; fixing or enforcing the terms upon which the Managers are employed; requiring the remedy of any breaches of those terms and otherwise supervising the Managers but otherwise shall not be liable for any acts and defaults of the Managers;
- (x) to permit any investments belonging to the Association to be held in the name of any clearing bank, trust corporation or stockbroking Association which is a member of the Stock Exchange (or any subsidiary of any such stockbroking Association) as nominee for the Association and to pay any such nominee reasonable and proper remuneration for acting as such.

4.2 Nothing in this Memorandum shall authorise an application of the property of the Association for purposes which are not charitable in accordance with Section 7 Charities and Trustee Investment (Scotland) Act 2005.

5. **Use of income and property**

5.1 The income and property of the Association shall be applied solely towards the promotion of its objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Association and no member of the Board of Trustees may be appointed to any office of the charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association except as shown below under 'Allowed Payments'.

6. **Allowed Payments**

6.1 The Association may pay:-

- (a) Reasonable and proper payment to any officer or servant of the Association who is not a member of its Board of Trustees for any services to the Association.
- (b) Interest on the money lent by any member of the Association or its Board of Trustees. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.

- (c) Reasonable out-of-pocket expenses to any member of the Board of Trustees.
- (d) Reasonable and proper payment to an association of which a member of the Board of Trustees holds not more than a hundredth of the capital.
- (e) Reasonable and proper rent of premises demised or let by any Individual Member or Council Member or member of the Board of Trustees.
- (f) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum.
- (g) In exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

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

7. Alterations to this Memorandum

- 7.1 No alterations to this Memorandum may be made which would cause the Association to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. A special resolution must be passed at a meeting of the General Council of which 21 days notice has been given of the intention to pass the special resolution and at which 75% of those Council Members voting must be in favour or by a written resolution in accordance with the Companies Act 2006 (as modified or re-enacted). Such a resolution may be passed on shorter notice at a meeting of the General Council if 90% of the members of the General Council agree.
- 7.2 The Charities Act 1993 (as modified or re-enacted) requires that alterations to the objects of the Association or to certain other provisions as specified in the said Act which may be contained in this Memorandum or the Articles of Association of the Association must be approved by the Charity Commission.
- 7.3 The Charity Commission and the Companies Registrar must be informed of alterations made and all future copies of the Memorandum issued must contain the alteration.

8. Limited Liability

- 8.1 The liability of the members is limited.

9. Guarantee by Members of the Association

- 9.1 Every Member of the Association agrees to contribute to the Association £1 or any smaller amount required if:-

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

10. Winding-up of the Association

- 10.1 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.
- 10.2 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.

11. Subscribers

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

ARTICLES OF ASSOCIATION OF THE RAMBLERS' ASSOCIATION

1. **Meaning of Words**

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

1.2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
Affiliated Local Organisation, Affiliated National Organisation and Affiliated Overseas Organisation	Organisations admitted to membership under Articles 8.1.1(a), (b) and (c) respectively
Constituent Parts	The bodies established under Article 4
Areas	The bodies established under Article 5
The Association	The Ramblers' Association
The Articles	These Articles of Association
The Board of Trustees	The board of directors of the Association and who as such are charity trustees
The Individual Members	Individual Members of the Association, admitted to membership under Article 8.1.1(a)
The General Council	Voting members of the Association
The Council Members	The members of the General Council
Council Members' Motion	A motion submitted to a meeting of the General Council or for consideration by the Council Members by postal ballot as referred to in Articles 11.4(c) and 11.6
Groups	The local groups established under Article 6
Member	Council Member, Individual Member, Affiliated Local Organisation, Affiliated National Organisation and Affiliated Overseas Organisation

Memorandum of Authority	The Memorandum of Authority setting out the terms and conditions of authority of a Constituent Part as agreed between the Board of Trustees and that Constituent Part
The Office	The registered office of the Association
The Seal	The common seal of the Association
The Standing Orders	The standing orders in the form set out attached to these Articles
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
Electronic Form	as defined in Section 1168 of the Companies Act 2006 (as re-enacted or modified)
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Association will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

1.7 The provisions of the Memorandum of Association to the extent they could have been contained in the Articles shall take effect as though repeated in the Articles.

2. **The Memorandum and Articles of Association of the Association; Rights of Inspection by Members**

2.1 The Association is established for the Objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and the Standing Orders must be available for inspection at the Office.

3. **Organisation**

- 3.1 The Association shall be composed of Council Members, Individual Members, Affiliated Local Organisations, Affiliated National Organisations and Affiliated Overseas Organisations.
- 3.2 It shall function through General Council, Board of Trustees, Constituent Parts, Areas, Groups, and through such other elements of the Association as the Board of Trustees may from time to time instruct to be established.
- 3.3 It shall not affiliate with any political party and shall be non-sectarian.

4. **Constituent Parts**

- 4.1 Constituent Parts may be established by the Board of Trustees, subject to the approval of General Council, and shall be responsible for carrying out the objects of the Ramblers' Association in their prescribed territories.
- 4.2 Each Constituent Part shall have as much authority and responsibility as may be agreed between the Board of Trustees and the Constituent Part.
- 4.3 The terms and conditions of such authority shall be agreed between Board of Trustees and each Constituent Part and shall be set down in the form of a Memorandum of Authority.
- 4.4 Each Constituent Part shall adopt a constitution for the governance of its affairs which if it so desires shall be accompanied by standing orders for the conduct of its meetings and its affairs provided that such constitution and standing orders shall not come into force or have effect until and unless they have been ratified by the Board of Trustees.
- 4.5 Each Constituent Part shall elect its own officers.
- 4.6 Each Constituent Part shall not amend its constitution and standing orders unless such amendment has first been approved by the Board of Trustees.
- 4.7 The Board of Trustees may by a resolution passed by 75% of those present and voting at a meeting properly convened recommend to General Council that it should cancel recognition of a Constituent Part.
- 4.8 Not less than 75% of the delegates of General Council present and voting shall be required to accept the recommendation of Board of Trustees. In the event of cancellation of the recognition of a Constituent Part all monies, property, documents and records of the Constituent Part shall accrue to and thereafter be the money and property of the Ramblers' Association (GB).

5. **Areas**

- 5.1 Areas shall be established by the Board of Trustees and shall be responsible for carrying out the objects of the Association in their prescribed areas.
- 5.2 Areas shall conform to these Memorandum and Articles of Association (as may be amended from time to time by the General Council pursuant to Clause 7 of the Memorandum and Article 41 respectively) and the Standing Orders and to the policy of the Association and to the decisions of the Board of Trustees. For the purposes of this paragraph, policy of the Association shall mean that approved from time to time by the General Council pursuant to Article 11.5 (but excluding any with which the Board of Trustees do not comply as permitted by that Article) or Article 17.3 or implemented by the Board of Trustees without General Council approval as permitted by Article 17.3.
- 5.3 Areas shall adopt for their own use a constitution substantially in accordance with the model Constitution set out in the Standing Orders and shall submit a copy of the proposed constitution for the approval of the Board of Trustees.
- 5.4 An Area established by the Board of Trustees is incorporated within the Association and accordingly is not an independent organisation from the Association. Any assets or funds acquired, received or used by or under the control of an Area, its Area Council (or other governing body) or members shall belong to the Association at all times and, upon the dissolution of an Area, shall be transferred immediately to the Association.
- 5.5 Areas are not empowered to seek publicity on national issues other than in full conformity with the declared policy of the Association on the particular matters unless the express consent of the Board of Trustees has first been obtained.
- 5.6 Areas shall forward to the Association not later than 31st March in each year copies of the Area Annual Report, the area Income and Expenditure Accounts for the preceding financial year and a balance sheet showing the assets and liabilities at the end of the financial year, together with a copy of the report of the Area's independent examiner.
- 5.7 The Board of Trustees may by a resolution passed by two-thirds of those present and voting at a meeting properly convened dissolve or suspend an Area if:
- (a) the Area breaches any provisions of the Articles, the Standing Orders or Constitution regulating that Area's affairs and fails to remedy such breach (if capable of remedy) within 60 days of written request from the Board of Trustees so to do addressed to the Honorary Officers of that Area; or
 - (b) the Area, in the opinion of the Board of Trustees, is not acting in the lawful interests of the Association,

provided that:

- (i) at least 14 days' notice in writing is given to the Honorary Officers of the Area concerned of the meeting of the Board of Trustees at which such dissolution or suspension is to be proposed and the grounds therefor; and
- (ii) one Honorary Officer of the Area shall be entitled to attend the meeting and make oral representations in person on behalf of the Area to the Board of Trustees before the motion for dissolution or suspension is put to the vote; and
- (iii) the Board of Trustees shall also consider any written representations from the Area, which are received by the Chief Executive of the Association by the date specified in the notice sent to the Area Honorary Officers, before the motion for dissolution or suspension is put to the vote.

If a resolution is passed by the Board of Trustees in accordance with the above procedures, the dissolution or suspension of the Area concerned shall be immediately effective upon written notice sent by the Board of Trustees addressed to the Honorary Officers of the Area. The accidental omission to give such notice to, or the non-receipt of notice by, an Area Honorary Officer shall not invalidate the dissolution or suspension to which it relates.

Upon dissolution the Area shall cease to carry out any functions or activities on behalf of and in the name of the Association. On suspension the Board of Trustees may impose such conditions as it thinks fit.

5.8 The Board of Trustees may by a resolution passed by two-thirds of those present and voting at a meeting properly convened dismiss or suspend a member of the Council or other governing body of an Area or of a sub-committee thereof from that Council or other governing body of that Area or sub-committee if:

- (a) in the opinion of the Board of Trustees he or she is not acting in the lawful interests of the Association; or
- (b) as a result of his or her act or omission, the Area breaches, or he or she breaches, any provisions of the Articles, the Standing Orders or Constitution regulating such Area's affairs and he or she fails to remedy such breach (if capable of remedy) within 30 days of written request from the Board of Trustees so to do.

provided that:

- (i) at least 14 days' notice in writing is given to the member concerned of the meeting of the Board of Trustees at which such dismissal or suspension is to be proposed and the grounds therefor; and
- (ii) the member shall be entitled to make written representations (as long as these are received by the date specified in the notice of the Board meeting

sent to him or her) and oral representations in person to the Board of Trustees before the motion of dismissal or suspension is put to the vote.

If a resolution is passed by the Board of Trustees in accordance with the above procedures, the dismissal or suspension of the member concerned shall be immediately effective upon written notice sent to him or her by the Board of Trustees.

On suspension the Board of Trustees may impose such conditions as it thinks fit.

6. Local Groups

- 6.1 Local Groups may be established by Areas or the Board of Trustees to carry out the objects of the Association.
- 6.2 Groups shall conform to the Memorandum of Association and Articles (as may be amended from time to time by the General Council pursuant to Clause 7 of the Memorandum of Association and Article 41 respectively) and standing orders. Each Local Group shall be responsible to and represented on the governing body of the Area within which it is based, and shall adopt a Constitution which is substantially in accordance with the Model Constitution for Groups set out in Standing Orders and which is approved by the governing body of the Area.
- 6.3 A Group established under the Articles is incorporated within the Association and accordingly is not an independent organisation from the Association. Any assets or funds acquired, received or used by or under the control of a Group, its Committee (or other governing body) or members shall belong to the Association at all times and, upon the dissolution of a Group, shall be transferred immediately to the Area covering the territory of the Group.
- 6.4 Groups are not empowered to seek publicity on Area issues other than in full conformity with the declared policy of the Association on the particular matters unless the express consent of the governing body of the Area has first been obtained.
- 6.5 Groups shall, not later than 31st March in each year:
 - (a) forward to the Treasurer of the Area and to the Association copies of the Group Income and Expenditure Accounts for the preceding financial year and a balance sheet showing the assets and liabilities at the end of the financial year, together with a copy of the report of the Group's independent examiner; and
 - (b) forward to the Secretary of the Area a copy of the Group annual report for the preceding financial year.
- 6.6 The Council or other governing body of an Area may by a resolution passed by two-thirds of those present and voting at a meeting properly convened dissolve or suspend a Group based within its Area if:

- (a) the Group breaches any provision of the Articles, the Standing Orders or Constitution regulating that Group's affairs and fails to remedy such breach (if capable of remedy) within 60 days of written request from the Council or other governing body of that Area so to do addressed to the Honorary Officers of that Group; or
- (b) the Group, in the opinion of the Council or other governing body of that Area, is not acting in the lawful interests of the Association.

provided that:

- (i) at least 14 days' notice in writing is given to the Honorary Officers of the Group concerned of the meeting of the Council or other governing body of that Area at which such dissolution or suspension is to be proposed and the grounds therefor; and
- (ii) an Honorary Officer of the Group shall be entitled to attend the meeting and make oral representations in person on behalf of the Group to the Council or other governing body of that Area before the motion for dissolution or suspension is put to the vote; and
- (iii) the Council or other governing body of the Area shall also consider any written representations from the Group which are received by the Area Honorary Officers by the date specified in the notice sent to the Group Honorary Officers before the motion for dissolution or suspension is put to the vote.

If a resolution is passed by the Council or other governing body of the Area in accordance with the above procedures, the dissolution or suspension of the Group shall be immediately effective upon written notice sent by the Council or other governing body of the Area addressed to the Honorary Officers of the Group. The accidental omission to give such notice to, or the non-receipt of notice by, an Honorary Officer of the Group shall not invalidate the dissolution or suspension to which it relates.

Upon dissolution the Group shall cease to carry out any functions or activities on behalf of and in the name of the Association. On suspension the Council or other governing body of the Area may impose such conditions as it thinks fit.

6.7 The Council or other governing body of the Area may by a resolution passed by two-thirds of those present and voting at a meeting properly convened dismiss or suspend a member of the Committee or other governing body of a Group based within its Area or of a sub-committee thereof from that Committee or other governing body of that Group or sub-committee if:

- (a) in the opinion of the Council or other governing body of the Area he or she is not

acting in the lawful interests of the Association ; or

- (b) as a result of his or her act or omission, the Group breaches, or he or she breaches, any provisions of the Articles, the Standing Orders or Constitution regulating such Group's affairs and he or she fails to remedy such a breach (if capable of remedy) within 30 days of written request from the Council or other governing body of the Area so to do.

provided that:

- (i) at least 14 days' notice in writing is given to the member concerned of the meeting of the Council or other governing body of the Area at which such dismissal or suspension is to be proposed and the grounds therefor; and
- (ii) the members shall be entitled to make written representations (as long as these are received by the date specified in the notice of the meeting of the Council or other governing body of the Area sent to him or her) and oral representations in person to the Council or other governing body of the Area before the motion for dismissal or suspension is put to the vote.

If a resolution is passed by the Council or other governing body of the Area in accordance with the above procedures, the dismissal or suspension of the member concerned shall be immediately effective upon written notice sent to him or her by the Council or other governing body of the Area.

On suspension the Council or other governing body of the Area may impose such conditions as it thinks fit.

- 6.8 If the Council or other governing body of an Area does not dissolve or suspend a Group based within its territory or dismiss or suspend a member of the Committee or other governing body of such Group or of a sub-committee thereof where the Board of Trustees considers that the Council or other governing body of the Area has, or should have formed the opinion that it has, grounds to do so under Articles 6.6 or 6.7, the Board of Trustees may exercise the powers in Articles 6.6 or 6.7 on the basis that the provisions of that Article shall apply as if "Board of Trustees" were substituted for "Council or other governing body of the Area".
- 6.9 If the Council or other governing body of an Area fails to comply with a policy of the Association or a decision of the Board of Trustees requiring action by the Area in respect of a Group within its territory, the Board of Trustees may direct the Committee or other governing body of such Group to comply accordingly.

7. **Members**

- 7.1 The Association must keep at the Office a register of Council Members and also registers of Individual Members, Affiliated National and Local Organisations and Affiliated

Overseas Organisations showing their name, address and dates of membership.

8. **Membership**

8.1

8.1.1 Membership is open to the following:-

- (a) Local Organisations and Individual Members, subject to the approval of the Board of Trustees. Two people residing at the same address may apply to join the Association as joint Individual Members.
- (b) National Organisations or Organisations covering the whole or greater part of any Constituent Part who may affiliate to the Association, subject to the approval of the Board of Trustees.
- (c) Overseas Organisations established in a territory outside the United Kingdom covering the whole or greater part of any such territory who may affiliate to the Association, subject to the approval of the Board of Trustees.

8.1.2 Any person accepting Individual Membership of the Association agrees to respect the countryside, especially its beauty and wild life, and to promote access to it on foot.

Local Organisations affiliating to the Association shall agree to circulate the Association's recruitment material to their members at least once a year, unless the Areas to which they are affiliated decide otherwise.

National Organisations or Organisations covering the whole or greater part of any Constituent Part, Local Organisations and Overseas Organisations which become affiliated to the Association agree that while they remain affiliated to the Association they will at all times:

- (a) do nothing which shall be contrary to or in conflict with the Memorandum and Articles of Association (including in particular the objects) of the Association;
- (b) support the objects of the Association.

8.1.3 If at any time the Board of Trustees shall be of the opinion that the lawful interests of the Association so require they shall have power to expel any Individual Member, Affiliated Local Organisation, Affiliated National Organisation or Affiliated Overseas Organisation of the Association provided that they shall not exercise such power unless:

- (a) not less than 14 days' notice in writing is given to the Individual Member, Affiliated Local Organisation, Affiliated National Organisation or Affiliated Overseas Organisation concerned of the meeting of the Board of Trustees at which such expulsion is to be proposed and of the grounds for such proposal; and

- (b) the Individual Member, Affiliated Local Organisation, Affiliated National Organisation or Affiliated Overseas Organisation concerned is allowed an opportunity to make oral representations in person and also written representations, as he or she or it thinks fit, to the Board of Trustees before the motion for expulsion is put to the vote; and
- (c) there is a majority of not less than two-thirds of the members of the Board of Trustees present and voting in favour of such expulsion.

A notice sent by prepaid post to the address of an Individual Member, Affiliated Local Organisation, Affiliated National Organisation or Affiliated Overseas Organisation as appearing in the records of the Association shall be deemed to have been given to him or her or it on the day following such posting.

8.2 A person shall cease to be a Member if:

- (a) he, she or it gives written notice of resignation to the Association;
- (b) he, she or it is in arrears with his, her or its subscription due to the Association and has failed to pay such subscription in full within such period from the due date as is prescribed by the Board of Trustees (but in such a case the person shall be reinstated as a Member on payment of the subscription due);
- (c) he or she dies;
- (d) (being an organisation) an order is made or a resolution is passed for its winding up, dissolution or administration, or an administrator or receiver is appointed over any of its assets or creditors enter into any compromise or arrangement with it or the equivalent occurs in a jurisdiction outside the United Kingdom;
- (e) he, she or it is expelled in accordance with Article 8.1.3.

8.3 Any person ceasing to be a Member of the Association shall thereupon forfeit all claim upon or right to the Association, its property and funds which membership of the Association would otherwise confer upon such person.

9. **No transfer of Membership**

9.1 None of the rights of any Individual Member, Affiliated National or Local Organisation, Affiliated Overseas Organisation or Council Member may be transferred or transmitted to any other person.

10. **Privileges of Membership**

10.1 Members shall have such rights and privileges as the Board of Trustees determine from

time to time in addition to any specified in the Articles or Standing Orders.

- 10.2 (a) All Council Members shall have the right to receive notice of, and to attend, speak and vote at, General Council meetings.
- (b) (Unless a Council Member) each Individual Member, Affiliated National Organisation, Affiliated Local Organisation and Affiliated Overseas Organisation shall not have the right to receive notice of, or to attend, speak or vote at, meetings of the General Council.

11. **Notice of General Meetings**

11.1 Meeting of the General Council must be called by giving the notice required by the Standing Orders but in any event at least 14 days' notice. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by a majority in number of the Council Members having a right to attend and vote at the meeting, being a majority who together represent at least 90% of the total voting rights at that meeting of all the Council Members.

11.3 The Annual General Meeting of the General Council shall be held not later than 30th April each year, for the purpose of transacting the following business:

- (a) To consider the Board of Trustees' Annual Report and audited statement of Accounts;
- (b) To appoint Officers of the Association as specified in the Articles (apart from the Vice-Chairman).
- (c) To elect the ordinary members of the Board of Trustees pursuant to Article 22.1(b);
- (d) To appoint an Auditor of recognised professional status;
- (e) To receive the report of the Board of Trustees explaining what action has been or may be taken on Council Members' Motions which have been passed at the previous Annual or Extraordinary General Meetings of the General Council or by postal ballot by the Council Members since the last Annual General meeting of the General Council;
- (f) To elect members of the Agenda Committee in accordance with the Standing Orders of the Association.

- 11.4 The General Council may exercise the following powers either at an Annual or Extraordinary General Meeting of the General Council or by postal ballot (if permitted by the Standing Orders) or pursuant to the Companies Act 2006 (as modified or re-enacted) by written resolution only on a matter where a resolution of Council Members is required by or provided for in a statute:
- (a) To amend (if necessary) the Memorandum or Articles of Association in accordance with the provisions of the Memorandum of Association, these Articles and the Act;
 - (b) To amend (if necessary) the Standing Orders of the Association in accordance with the provisions of these Articles;
 - (c) To consider, and if thought fit, pass any Council Members' Motions;
 - (d) To remove a member or members of the Board of Trustees before the expiry of his or their period(s) of office pursuant to Section 168 of the Companies Act 2006 (as modified or re-enacted from time to time);
 - (e) Any powers required by the Act to be exercised by the Council Members in General Meeting; and
 - (f) Any powers in respect of specific matters required by the Articles to be exercised by the General Council.
- 11.5 In exercising their powers, the Board of Trustees must comply with the terms of a Council Members' Motion, which is passed at a meeting of the General Council or by a postal ballot of Council Members in accordance with the Standing Orders, EXCEPT TO THE EXTENT THAT such compliance, in the reasonable opinion of the Board of Trustees after full and diligent consideration, would not be in the best interests of the Association, or would or would be likely to result in a breach of statute or other law, contract, trust or duty of care by the Association or any members of the Board of Trustees, or in damage to the reputation of the Association, or in a legal claim against the Association. At the next Annual General Meeting of the General Council the Board of Trustees shall explain what action has been taken on such a Council Members' Motion. When the Board of Trustees makes a decision to take no action on a Motion it shall report its reasons to the next General Council. When implementation of a motion is held over or incomplete, the Board shall continue to report progress to succeeding General Councils until either implementation is complete or the Board decides to take no further action, in which case its reasons shall be given.
- 11.6 A Council Members' Motion shall be a motion submitted to a meeting of the General Council or for consideration in accordance with the Standing Orders by the Council Members by postal ballot which does not relate to any power, business or approval expressly required in respect of a particular matter by the Act, or other statute, the Articles or the Memorandum of Association of the Association to be exercised, undertaken or given by the Council Members or General Council (but excluding a power

which is only conferred on the General Council by virtue of Article 11.4(c)).

12. **Chairman**

12.1 The Chairman of the Association and in default of him or her, the Vice-Chairman normally preside as chair at every General Council of the Association. If there is no Chairman or Vice Chairman, or if they are not present within 15 minutes after the appointed starting time or are unwilling to take the chair, the members of the General Council present must elect one of their number to chair of the meeting.

13. **Voting on Resolutions**

13.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority (unless a higher majority is required by the Act, the Articles or Memorandum of Association of the Association) on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairman or at least two Council Members who are present. A demand by a person as a proxy for a Council Member shall be the same as a demand by that Council Member. Postal voting shall only be used in the circumstances set out in Standing Orders or as permitted by the Act.

14. **Voting and Speaking**

14.1 Every member of the General Council including the Chairman present in person or by proxy on a show of hands or on a poll has one vote, except that a Council Member who is also acting as proxy for other Council Member(s) shall be entitled to exercise additional vote(s) on behalf of those member(s). If the votes are level, the Chairman does not have a casting vote.

14.2 A duly appointed proxy is entitled to speak at a meeting of the General Council.

14.3 A Council Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a meeting of the General Council remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that Council Member. If such a Council Member attends the meeting in person his proxy appointment shall be automatically terminated.

15. **General Council**

15.1 The General Council shall save as otherwise provided in these Articles or the Act be conducted in accordance with the Standing Orders.

16. **General Council**

16.1 The General Council shall consist of:

- (a) The members of the Board of Trustees, members of the Agenda Committee (as defined in Standing Orders) elected by General Council, the President and Vice-Presidents.
- (b) Delegates nominated by and representing Areas on the following basis:
 - (i) Areas which at the end of the financial year preceding the holding of the Council had an individual membership of all categories constituting not more than 4 per cent of the total individual membership of the Association: not more than two delegates.
 - (ii) Areas whose membership as described in (i) above constituted more than 4 per cent but less than 8 per cent of the Association's total individual membership: not more than three delegates.
 - (iii) Areas whose membership as described in (i) above constituted more than 8 per cent but less than 12 per cent of the Association's total individual membership: not more than four delegates.
 - (iv) Areas whose membership as described in (i) above constituted more than 12 per cent but less than 16 per cent of the Association's total individual membership: not more than five delegates.
 - (v) Areas whose membership as described in (i) above exceeded 16 per cent of the Association's total individual membership: not more than six delegates
- (c) One representative nominated by each affiliated National Organisation.

Each of the above shall have a vote at any meeting of the General Council.

16.2 Members of the General Council appointed under (b) or (c) above shall hold office up to (but not including) the Annual General Meeting of the General Council in the year following that in which they were appointed except that a person shall cease to be a Council Member if and when:

- (a) the Affiliated National Organisation which nominated him a Council Member ceases to be a Member; or
- (b) (being a delegate of an Area) he ceases to be an Individual Member; or
- (c) the Area which nominated him a Council Member is dissolved pursuant to Article 5.7; or
- (d) the Area or the Affiliated National Organisation (as relevant) gives notice to the Association to replace and substitute its nominee to the General Council for the remainder of the period of office of the replaced Council Member.

17. Management by the Board of Trustees

- 17.1 The Board of Trustees shall be responsible for the management and control of the Association. It may pay all the expenses of promoting and registering the Association. It may use all powers of the Association which are not, by the Act or by these Articles, required to be used by the General Council of the Association.
- 17.2 General Council cannot make Standing Orders that override the Memorandum and Articles. No Standing Order made and no amendment to the Articles and no Council Members' Motion passed shall invalidate any prior act of the members of the Board of Trustees which would otherwise have been valid.
- 17.3 The Board of Trustees shall, as far as reasonably possible, act in consultation with the General Council, Constituent Parts, Areas and Local Groups.

In preparing any major strategic plans for the work and future development of the Association, the Board of Trustees shall consult widely within the Association and shall not implement any such plan without the prior approval of the Council Members at a meeting of the General Council EXCEPT THAT the Board of Trustees may implement the plan without such approval only to the extent that failure to implement, in the reasonable opinion of the Board of Trustees, would not be in the best interests of the Association, or would or would be likely to result in a breach of statute or other law, contract, trust or duty of care by the Association or any members of the Board of Trustees, or in damage to the reputation of the Association, or in a legal claim against the Association.

18. Powers of the Board of Trustees

- 18.1 The Board of Trustees may, subject to such consents as the law requires, use all the powers of the Association to:
- (a) borrow money;
 - (b) mortgage or charge the Association's property or any part of it;
 - (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Association or any charitable third party;
 - (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding its interest in such a policy.

19. Cheques and Bills etc

- 19.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the

Association in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Board of Trustees decides from time to time.

20. Indemnity of members of the Board of Trustees

20.1 In the management of the affairs of the Association no member of the Board of Trustees shall be liable for any loss to the property of the Association arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

20.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Trustees may otherwise be entitled every member of the Board of Trustees or other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

21. Payment of reasonable expenses to members of the Board of Trustees

21.1 The members of the Board of Trustees may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Association but shall not be paid any other remuneration save as permitted in the memorandum of association.

22. The Make-up of the Board of Trustees

22.1 The Board of Trustees consists of:-

- (a) The Chairman and Honorary Treasurer.
- (b) Nine ordinary members elected by the General Council.
- (c) Not more than two members co-opted by the Board of Trustees (PROVIDED THAT a candidate who was nominated but failed to be elected to the Board of Trustees at the immediately preceding Annual General Meeting may not be co-opted).

- (d) The Chairman of, or another person nominated by, each Constituent Part of the Association, if not already otherwise a member of the Board of Trustees and such a person may be removed and replaced by the Constituent Part at any time.

A person is not eligible to be elected as a member of the Board of Trustees (but excluding the Honorary Treasurer) pursuant to Articles 22.1(a) and (b) unless he has been an Individual Member for at least twelve consecutive months up to and including the latest date by which nominations for such elections must be received by the Association in accordance with the Standing Orders.

A person is not eligible to be appointed as the Honorary Treasurer or to be co-opted pursuant to Article 22.1(c), or serve pursuant to Article 22.1(d), as a member of the Board of Trustees unless he is an Individual Member.

- 22.2 All the ordinary members of the Board of Trustees shall retire at the end of the Annual General Meeting of the General Council held in 2006. The ordinary members of the Board of Trustees elected at that Annual General Meeting shall retire from office as set out in the Standing Orders. They would not then be eligible to be re-elected, co-opted or nominated as any member of the Board of Trustees (except as the Chairman) until they have been out of office as such an ordinary member for one year.
- 22.3 (Subject to Articles 22.2 and 22.4) an ordinary member of the Board of Trustees shall hold office for a term of three years from the end of the Annual General Meeting at which he was elected, at the end of which he shall retire, but shall be eligible for re-election for one further consecutive term of three years; he would then be eligible to be re-elected as an ordinary member of the Board of Trustees when he has been out of office as such an ordinary member for one year.
- 22.4 The General Council shall have the power at an Annual General Meeting to elect an ordinary member of the Board of Trustees to fill a vacancy in such ordinary members which arises as a result of a person ceasing to be such an ordinary member after the previous Annual General Meeting and prior to the expiry of his term of office. A person so elected shall hold office for the remainder of the term of office which was vacated, at the end of which he shall retire, but be eligible for re-election for one further consecutive term of three years; he would then be eligible to be re-elected as an ordinary member of the Board of Trustees when he has been out of office as an ordinary member of the Board of Trustees for one year.
- 22.5 The Chairman shall hold office for a single term of three years from the end of the Annual General Meeting at which he was elected.
- 22.6 The Board of Trustees may elect from their number (excluding the Chairman and Honorary Treasurer) the Vice-Chairman. The Vice-Chairman shall hold office until the end of the next Annual General Meeting when he shall retire but be eligible for re-election as Vice-Chairman for one further term only expiring at the end of the second Annual General Meeting following his first election. The Vice-Chairman shall vacate his

office upon ceasing to be a member of the Board of Trustees. The provisions of this Article 22.6 are subject to Article 22.7.

22.7 The Vice-Chairman elected at the Annual General Meeting of the General Council held in 2009 shall hold office until the end of the next Annual General Meeting when he shall retire. The provisions of Article 22.1 are subject to this Article 22.7.

22.8 The Treasurer shall hold office for a term of three years from the end of the Annual General Meeting at which he was elected, at the end of which he shall retire but be eligible for re-election as Treasurer for one further consecutive term only of three years.

22.9 A co-opted member shall hold office only until the next Annual General Meeting when he shall retire but be eligible to be elected as the Chairman, Treasurer or an ordinary member of the Board of Trustees or to be co-opted again for up to two further terms of office as a co-opted member, the last term expiring at the third Annual General Meeting following his first co-option.

22.10 A person shall hold office under Article 22.1(d) for a maximum of six consecutive years.

22.11 A member of the Board of Trustees who has held office for six consecutive years shall not be eligible for re-election or co-option as any member of the Board of Trustees (except as the Chairman) until one year has elapsed thereafter. In calculating the said six years, periods of office as a member of the Board of Trustees prior to the Annual General Meeting of the General Council held in 2006 shall be disregarded.

22.12 A person shall not be eligible to be elected, co-opted or nominated to an office as a member of the Board of Trustees (excluding the Chairman) if on the expiry of that term of office he would have served more than six consecutive years as a member of the Board of Trustees. In calculating the said six years, periods of office as a member of the Board of Trustees prior to the Annual General Meeting of the General Council held in 2006 shall be disregarded.

22.13 For the purposes of Articles 22, 24.1(f) and 26 a “year” means the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the General Council. For the purposes of Articles 22.11 and 22.12 “year” shall also mean a term of office held by a co-opted member (whether for twelve months or a shorter period) and any period between ceasing to be a co-opted member and the next Annual General Meeting if he proposes to be elected or nominated as a member of the Board of Trustees with effect from that Meeting.

23. Notification of Change of members of the Board of Trustees to the Registrar of Companies

23.1 All appointments, retirements or removals of Board of Trustees members must be notified to the Registrar of Companies.

24. **Ending of Board of Trustees Membership**

24.1 A member of the Board of Trustees must cease to be a member if he or she:-

- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (b) becomes barred from membership of the Board of Trustees because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (d) resigns the office by notice in writing to the Association but only if at least two members of the Board of Trustees will remain in office when the resignation takes effect; or
- (e) is removed as a member of the Board of Trustees pursuant to Section 168 of the Companies Act 2006 (as modified or re-enacted from time to time); or
- (f) is a member pursuant to Article 22.1(d) and has served as a member of the Board of Trustees for six consecutive years; or
- (g) ceases to be a Member.

25. **Meetings of the Board of Trustees**

25.1 The Board of Trustees may meet, adjourn, observe the quorum and run its meetings as required by the Standing Orders, subject to the rest of these Articles.

25.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairman. If the votes are equal, the Chairman has a casting vote.

25.3 Subject to Article 25.4 if a conflict of interest arises for a member of the Board of Trustees because of a duty of loyalty owed to another organisation or person or for any other reason and the conflict is not authorised by the Memorandum of Association or any other provision of the Articles the unconflicted members of the Board of Trustees may, where they consider it is in the interests of the Association, authorise such a conflict of interests PROVIDED the conflicted member of the Board of Trustees;

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

25.3.2 is not counted in the quorum for that part of the meeting;

25.3.3 withdraws during the vote and has no vote on the matter

25.4 The Board of Trustees cannot authorise under Article 25.3 any benefit (as defined in Section 64(2B) Charities Act 1993 as modified or re-enacted) to be obtained by a member of the Board of Trustees or persons connected with him (and whether a person is so connected shall be determined in accordance with such Section).

26. **Officers of the Association**

26.1 The Honorary Officers of the Association shall be:

- (a) President.
- (b) Vice Presidents who shall comprise all Past Presidents together with such other persons as may be appointed to this post by General Council, each of whom shall take office immediately on being appointed or elected to the post.
- (c) Chairman
- (d) Vice-Chairman.
- (e) Honorary Treasurer.

The above Officers (apart from the Vice-Chairman) shall be appointed by the General Council at its Annual General Meeting. The Vice-Chairman shall be elected by the Board of Trustees in accordance with Article 22.6.

The Board of Trustees may appoint one of their number to fill a vacancy in the office of Chairman or Honorary Treasurer which occurs between Annual General Meetings of the General Council and a person so appointed shall hold office only until the next Annual General Meeting when he shall retire, and such period of office shall be disregarded in determining his eligibility to be re-appointed to that office.

The President and Vice Presidents shall hold office for a term of one year from the date of the Annual General Meeting at which they were appointed and shall be eligible for re-appointment for one or more further terms of one year.

27. **Vacancies on the Board of Trustees**

27.1 The Board of Trustees may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a General Council meeting.

28. **Validity of Acts Done at Meetings**

28.1 It may be discovered that there was some defect in the appointment of a member of the

Board of Trustees or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Board of Trustees is as valid as if there were no defects or disqualification.

Delegation of Board of Trustees Powers to Sub-Committees

- 29.1 The Board of Trustees may delegate the administration of any of its powers to sub-committees which must conform to the Standing Orders.

Meetings of Sub-Committees

- 30.1 A sub-committee may meet and adjourn whenever it chooses.
- 30.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 30.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be given to all members of the Board of Trustees.

Standing Orders

- 31.1 The General Council shall make by resolution on a simple majority such Standing Orders as may from time to time be considered necessary for any purpose relating to the governance, management and affairs of the Association either pursuant to any Article providing for matters to be specified in Standing Orders or otherwise. Inter alia the following matters shall be determined in Standing Orders.
- (a) The authority for fixing membership fees and their due dates and methods of payment;
 - (b) The procedure to be followed in respect of the Annual General Meeting of the General Council, and for calling special meetings of that Council;
 - (c) The procedure to be followed for holding a Postal Ballot of members of the General Council;
 - (d) The procedures for, and any restrictions on, the nomination for election as a member of the Board of Trustees or Honorary Officer or any other elected post;
 - (e) The procedures for, and any restrictions on, the submission of motions for consideration at General Council meetings; and any grounds for rejecting, amending or merging as composite motions such motions prior to the General Council meeting and any procedures for so doing;
 - (f) The provisions for proxy voting at General Council Meetings;
 - (g) Meetings and duties of the Board of Trustees;

- (h) Records, account and audit;
- (i) The payment of expenses.

All Standing Orders shall remain in force unless cancelled, suspended, or amended by a resolution of General Council and shall be binding on all Members and the Board of Trustees shall use such means as it thinks fit to bring the Standing Orders to the notice of Members. No Standing Order shall contravene any of the provisions of the Memorandum or Articles of Association of the Association or the Act.

The Standing Orders are as set out in the Schedule to these Articles.

COMPANY SECRETARY

Appointment and Removal of the Company Secretary

32.1 The Board of Trustees appoints the Company Secretary. It decides his or her period of office, pay (if not a member of the Board of Trustees) and conditions of service. It may also remove the Company Secretary.

Actions of Directors and Company Secretary

33.1 The Act says that some actions must be taken both by a member of the Board of Trustees (a Director) and by the Company Secretary. If one person is both a member of the Board of Trustees and the Company Secretary, it is not enough for him or her to do the action first as a Board of Trustees member and then as Company Secretary.

ACCOUNTS

Proper Accounts must be Kept

34.1 The Board of Trustees must have proper books of account kept in accordance with the law. In particular, the books of account must show:-

- (a) all amounts received and spent by the Association, and for what;
- (b) all sales and purchases by the Association;
- (c) the assets and liabilities of the Association.

34.2 The books of account must give a true and fair view of the state of the Association's affairs and explain its transactions. Otherwise they are not proper books of account.

Books must be Kept at the Office

35.1 The books of account must be kept at the Registered Office of the Association or at other

places decided by the Board of Trustees. The books of account must always be open to inspection by members of the Board of Trustees.

Profit and Loss Account and Balance Sheets

36.1 The Board of Trustees must, for each accounting reference period, put before a General Council meeting of the Association:-

- (a) any statement of financial activities and income and expenditure accounts;
- (b) a report by the Board of Trustees on the state of the Association as required by the law;
- (c) a balance sheet; and
- (d) such other reports statements or accounts as are from time to time required by law.

36.2 The Board of Trustees must file with the Companies Registrar the annual returns that are required.

Copies for Council Members

37.1 Certain documents must be sent to Council Members of the Association at least 21 days before the date of the annual general meeting. These documents are:-

- (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Association at the general meeting;
- (b) a copy of any report from Reporting Accountants or Auditors; and
- (c) a copy of the report of the members of the Board of Trustees.

37.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.

Service of Notices

38.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Trustees or of any of its committees) shall be in writing or shall be given in electronic form to an address for the time being notified for that purpose to the person giving the notice.

38.2 The Association may give notice to any Member either personally or by delivering it or sending it by ordinary post to his or her registered address or by giving it in electronic form to an address for the time being notified to the Association by the Member. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Association for that purpose.

- 38.3 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.
- 38.4 Proof that a notice given in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators or otherwise in accordance with the Standing Orders shall be conclusive evidence that the notice was given. A notice given in electronic form shall be deemed to be given at the expiration of 24 hours after the time it was sent.
- 38.5 In Article 38 “address” in relation to communications in electronic form includes any number or address used for the purpose of such communications.
- 38.6 Notwithstanding any other provisions of the Articles or the Standing Orders, the Association may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Association under the Act or the Companies Act 2006 (“2006 Act”) or pursuant to the Articles or the Standing Orders by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Act or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or the Standing Orders to Members.

Notices

- 39.1 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings of resolutions at any meeting of the General Council or the Board of Trustees, or any other committee or sub-committee thereof.

Who is Entitled to Notice of General Council Meetings

- 40.1 Notice of every General Council meeting must be given to:-
- (a) every Council Member (except those members who lack a registered address within the United Kingdom and have not given the Association an address for notices within the United Kingdom);
 - (b) Reporting Accountants or Auditor of the Association;
- 40.2 No one else is entitled to receive notice of General Council meetings.

Alteration of the Articles

- 41.1 The Association may alter these Articles only by a special resolution or by a written resolution in accordance with the Act. A special resolution must be passed at a meeting

of General Council of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those Council Members voting must be in favour. Such a resolution may be passed on shorter notice at a meeting of the General Council if 90% of the members of the General Council agree.

- 41.2 The Charities Act 1993 (as modified or re-enacted) requires that alterations to certain provisions as specified in the said Act which may be contained in the Articles must be approved by the Charity Commission.

Dissolution of the Association

- 42.1 The Board of Trustees or a General Council may decide at any time to dissolve the Association. The Association shall then call a General Council Meeting to confirm such a decision.
- 42.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, addresses and occupations of subscribers

Dated this day of 2011

Witness to the above signatures:

Name

Address

Occupation

STANDING ORDERS

A. GENERAL COUNCIL

- A1. At least 90 days' notice of the date of the Annual General Meeting of the General Council shall be given by the Board of Trustees to the Areas and affiliated national organisations.
- A2. Notice of alterations to the Memorandum and Articles of Association to be proposed at the Annual General Meeting of the General Council must be received in writing at the Central Office not less than 56 days before the meeting.
- A3. Notice of all other business for transaction at the Annual General Meeting of the General Council must be received in writing at the Central Office not less than 42 days before the meeting, and all relevant paperwork shall be circulated to the Secretaries of the Areas and affiliated national organisations not less than 21 days before the meeting. The same rule shall apply to the nomination of ordinary members of the Board of Trustees and Officers and members of the Agenda Committee to be elected by the General Council. Notices of motions shall be submitted only by the bodies listed below, and notices of motions other than notices of amendment to the Memorandum and Articles of Association or Standing Orders shall be limited in number as follows:

- the Board of Trustees not more than five motions
- each duly constituted Area not more than one motion
- each affiliated national organisation not more than one motion

Any notices of motion should be accompanied by background notes.

Notwithstanding the foregoing, other business and late notices not affecting the Memorandum and Articles of Association may be moved as a matter of urgency provided two-thirds of the members of the General Council present and voting agree that urgency be granted except that motions ruled out of order by the Agenda Committee may not be reintroduced as matters of urgency.

Any member of General Council or any authorised representative of a duly constituted Area or Affiliated National Organisation may submit amendments to motions other than those giving notice of alterations to the Memorandum and Articles of Association. Such amendments must be received in writing at the Central Office not less than 3 working days before the commencement of the Annual General Meeting. At the Chairman's discretion and with the permission of the meeting further amendments to clarify wording may be proposed during the course of debate.

- A4. The Agenda Committee shall consist of 2 members of the Board of Trustees and 5 members elected by the General Council and from the General Council or the prior year's General Council. A member of the Agenda Committee elected by the General Council shall hold office from the end of the Annual General Meeting at which he was elected until the end of the next Annual General Meeting of the General Council unless he

resigns from the Committee or ceases to be an Individual Member (or, if he is a representative of an Affiliated National Organisation and not an Individual Member, the Organisation ceases to be in membership of the Association). The following shall not be eligible to stand for election by General Council:

- (a) the existing Chairman or Honorary Treasurer as at the date of the General Council meeting in question, unless his or her term expires during the year of that General Council,
- (b) any existing ordinary member of the Board of Trustees as at the date of the General Council meeting in question, unless his or her term expires during the year of that General Council,
- (c) any person standing for election as Chairman, Honorary Treasurer or ordinary member of the Board of Trustees at the General Council meeting in question.

Any member of the Agenda Committee elected by General Council who is subsequently co-opted as a member of the Board of Trustees shall be deemed to have resigned as an elected member of the Agenda Committee with effect from the date of his or her co-option to the Board of Trustees.

The Agenda Committee shall have power to co-opt additional members, who shall not be officers of the Association or members of the Board of Trustees, to fill vacancies among the members elected by the General Council resulting from insufficient nominations or resignations. Four members shall constitute a quorum. If the number of members of the Agenda Committee falls below the quorum, the Board of Trustees shall first fill any vacancies in its own appointees and if there remain insufficient members to form a quorum the Board of Trustees may appoint sufficient additional members who shall not be members of the Board of Trustees to make up a quorum, and the Agenda Committee as then constituted may then co-opt additional members to fill any remaining vacancies.

Any member of the Agenda Committee co-opted by the Agenda Committee shall only hold office until the end of the next Annual General Meeting of the General Council.

The Committee shall elect a Chairman from among its members who shall not be a member of the Board of Trustees. The Chairman shall not have a casting vote in the case of equality of votes at any meeting of the Committee.

A5. The Agenda Committee shall consider the motions received in accordance with Standing Order A3 and:

- (a) Rule out of order any motion debated in similar form at either of the two preceding Annual General Meetings of the General Council if, in the opinion of the Agenda Committee, its subject is not topical.
- (b) Redraft similar motions as composite motions.

- (c) Redraft unclear, ambiguous or poorly drafted motions in accordance with the Agenda Committee's perceptions of the intentions of the proposer.
- (d) Decide the order in which motions shall appear on the agenda.
- (e) Submit as amendments for approval by General Council any improved wording other than that empowered by (b) and (c) above.

If the originator of any motion wishes to appeal against any decision resulting from any exercise of the above powers by the Agenda Committee affecting that motion, notice of the appeal and an explanation of the nature of the grievance must be received in writing at the Central Office not less than 3 working days before the commencement of the Annual General Meeting of General Council.

The Agenda Committee shall also consider any amendments received in accordance with the final paragraph of Standing Order A3 and:

- (a) Rule out of order any amendments which, in the opinion of the Agenda Committee, would result in a material change to the nature of the motion.
- (b) Redraft similar amendments as composite amendments.
- (c) Redraft unclear, ambiguous or poorly drafted amendments in accordance with the Agenda Committee's perception of the intentions of the proposer.
- (d) Decide the order in which multiple amendments to any motion shall be debated, giving consideration to any potential conflicts of wording.

If the originator of any amendment wishes to appeal against any decision resulting from the exercise of the above powers by the Agenda Committee affecting that amendment such appeal shall be decided by General Council.

- A6. The Agenda Committee at its last meeting before the commencement of business at any General Council meeting shall agree a report of all its decisions concerning that General Council meeting and such report shall be presented to General Council before the discussion of any motions. Any appeal under Standing Order A5 arising from decisions of the Agenda Committee, unless already settled to the satisfaction of the appellant, will also take place before the discussion of motions. The appellant may speak for up to four minutes and a representative of the Agenda Committee for up to four minutes. The Chairman shall then put the matter to the vote and a simple majority shall suffice.
- A7. All motions on the Agenda and amendments thereto which have not been put to a vote by the time specified on the Agenda shall be remitted to the Board of Trustees.
- A8. An Extraordinary General Meeting of the General Council may be called at any time by the Board of Trustees or on a requisition signed on behalf of not less than 10% (or such

lower percentage as may be prescribed in the Act) of the members of the General Council. In either case the object of the meeting must be specified in the notice convening the same, and only business for which the meeting is called and any other business of which due notice is also given shall be transacted at such meetings.

- A9. Not less than 14 days' notice shall be given to all persons entitled to receive such notice pursuant to the Articles of all General Council Meetings and 21 days' notice of the Annual General Council Meeting and the notice shall state the principal items of business to be transacted at such meetings.
- A10. If a requisition be made by the Board of Trustees or, in writing, by not less than one-third of the members of the General Council, a Postal Ballot shall be taken upon the subject indicated in such requisition.

Unless the requisition shall specify that the postal ballot must be held as a matter of urgency, a copy of the requisition shall first be sent by post to each nominated member of the General Council with an invitation to submit within twenty-one days comments for or against the proposal to be put to the postal ballot and/or to submit amendments to the proposal.

If any such responses are received, then as soon as practicable after the expiry of the said twenty-one days, a meeting of the Agenda Committee shall be held to prepare a summary of such comments for circulation with the voting paper and any amendments submitted.

Thereafter a voting paper, providing for options to vote for or against the proposal and any amendment submitted, shall be sent by post to each nominated member of the General Council, accompanied by the Agenda Committee's summary of contents received (if any) and a request that it be returned to the Auditor within twenty-one days from the date of service, and the result shall be declared in accordance with the voting papers returned within that period.

In the case of a requisition specifying that the postal ballot must be held as a matter of urgency, the voting paper shall be sent by post to each nominated member of the General Council with a request that it be returned to the Auditor within twenty-one days from the date of service, but any papers accompanying the voting paper shall be scrupulously neutral on the matter which is the subject of the ballot.

The result shall be declared in accordance with the voting papers returned within the said twenty-one day period.

The same procedure shall apply when a Postal Ballot is taken in accordance with a decision of a meeting of the General Council.

The provisions of this Standing Order A10 shall not prevent the proposing and passing of a written resolution (as defined in Section 288(1) Companies Act 2006 as modified or re-enacted) of Council Members which is required by or provided for in any statute.

- A11. No business shall be transacted at any meeting of the General Council unless a quorum of Council Members is present at the time when the meeting proceeds to business. One third

of the Council Members entitled to vote upon the business to be transacted and being present in person or by proxy shall be a quorum at any meeting of the General Council.

If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Council Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place as the Board of Trustees may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

- A12 At a meeting of General Council, a proposer of a motion shall speak for no longer than seven minutes, and other persons (including the proposer of an amendment to a motion) shall speak for no longer than four minutes, except with the permission of the meeting.
- A13 The appointment of a proxy shall be in the form prescribed by the Board of Trustees. The appointment must be signed by or on behalf of the Council Member appointing the proxy or by his duly authorised attorney or be authenticated in such manner as the Board of Trustees may determine. If a proxy appointment is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the executing person to execute it on the appointor's behalf.

The appointment shall be delivered to the Association in accordance with the Articles and any instruction contained in the notice of the meeting of the General Council to which it relates.

- A14 An appointment of a proxy may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the appointment of proxy was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- A15 A Nomination for a person to stand for election to the Board of Trustees as the Chairman, Honorary Treasurer or an ordinary member of the Board of Trustees must be proposed by three Individual Members who have been Individual Members for at least thirty six consecutive months up to and including the latest date by which nominations for such election must be received at the Central Office.

A nomination for a person to stand for election to the Agenda Committee must be proposed and seconded by any Council Members.

A nomination for a person to stand for appointment as the President or a Vice-President must be proposed and seconded by any Council Members.

Any member may only nominate or second one person for election at an Annual General Meeting of the General Council to each of the Board of Trustees and the Agenda Committee.

All nominations must be in writing and accompanied by the consent of the nominee.

- A16 The results of elections to the Board of Trustees and the Agenda Committee, including voting figures, shall be announced at General Council.

B BOARD OF TRUSTEES

- B1. The Board of Trustees shall meet at least three times a year and shall fix its own times of meeting. At any meeting five shall form a quorum. The Board of Trustees shall determine its own procedure. A special meeting of the Board of Trustees may be called at not less than 14 days' notice at the request of the chairman or in response to a written request signed by not less than 6 members of the Board of Trustees stating the purpose of the meeting.
- B2. The Board of Trustees shall:
- (a) Exercise all the powers of the Association and do all such acts as are not required to be done by the General Council, Constituent Parts and the Areas.
 - (b) Appoint sub-committees to deal with any special aspects of work of the Association or in respect of the work in any particular part of the UK, under such terms of reference for such sub-committee as the Board of Trustees may from time to time determine, provided that the Chairman of each sub-committee shall be a member of the Board of Trustees. The Chairman, Vice-Chairman and Hon Treasurer shall be entitled to participate in the meetings of all sub-committees and shall be notified of their meetings.
 - (c) Elect members to serve on a Joint Committee with any other organisation or organisations in any matters coming within the objects of the Association.
- B3. The Board of Trustees shall have power to appoint and dismiss staff and to determine their conditions of service.
- B4. The Board of Trustees shall also be responsible for:
- (a) The keeping of a register of all individual members and affiliated organisations.
 - (b) The compilation as it may deem desirable of publications for sale.
 - (c) The representation of the Association on kindred organisations where desirable.
 - (d) The preparation and representation of any petitions to achieve the objects of the Association and the preparation and distribution of any policy and publicity material.
 - (e) The promotion of Areas and the defining of their territory
 - (f) The co-ordination of the work of the Areas and the assumption of general responsibility for the development of the Association.
 - (g) The allocation of members to areas and groups. This allocation shall be made with reference to the territories defined for areas and groups, provided always that

members may by request transfer their area membership to any area of their choice, and may transfer their group membership to any group of their choice in their area.

This allocation by the Board of Trustees may be made on the basis of postcode boundaries provided that: (i) the Board of Trustees seeks to minimise any discrepancy between the boundary of an area/group as defined in its Memorandum and Articles of Association and the boundary as defined by postcodes; and (ii) areas are consulted about the definition of these postcode boundaries.

(h) The keeping of a record of the proceedings of the General Council and the Board of Trustees and its subcommittees.

B5. All or any of the members of the Board of Trustees or a sub-committee or the Agenda Committee may participate in a meeting of the Board of Trustees or that sub-committee or the Agenda Committee by means of a conference telephone or any communication equipment which allows all persons participating to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in the quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

B6. The ordinary members of the Board of Trustees elected at the Annual General Meeting of the General Council held in 2006 shall retire from office at the end of the Annual General Meetings of the General Council set out below:

	Year of Annual General Meeting
The three ordinary members elected with the least number of votes	2007
The three ordinary members elected with the fourth, fifth and sixth highest number of votes	2008
The three ordinary members elected with the most votes	2009

C FINANCE

C1. The financial year of the Association shall end on 30th September.

This Standing Order shall apply to the accounts of the Board of Trustees, the Constituent Parts, areas and groups.

C2. The subscriptions of all members of the Association (and the due dates and methods of payment) shall be determined by the Board of Trustees.

C3. All doubts and disputes concerning the status of a body subscribing or wishing to subscribe shall be referred to the Board of Trustees whose decision shall be final.

- C4. For the purpose of promoting membership of the association, the Board of Trustees shall have power to offer membership at a rate (hereinafter referred to as "the discounted rate") less than the ordinary subscription or other corresponding subscription rate, provided that:
- (a) the discounted rate shall not be less than half the corresponding subscription rate;
- C5. A Junior Membership card will be issued to each child under 16 years of age on request and on receipt of a stamped, addressed envelope, where one or both parents are members of the Association. The issue of a card in such circumstances shall not confer on the child any of the privileges of membership, except the entitlement to a membership card. Holders of the Junior Membership card shall not be placed on the register of members and shall not be entitled to a vote at a General Meeting of the Area. Such privileges as may be conferred on members by Areas may be restricted or extended as decided by the Area.
- C6. The first subscription or first instalment thereof shall be due on joining the Association.
- C7. Subscriptions in respect of every class of membership may be paid under the authority of a direct debiting instruction lodged with the member's bank and expressed to be in favour of the Ramblers' Association.
- C8. Honorary life membership of the Association may be conferred upon any members by a majority of those present and voting at a meeting of the General Council.
- C9. Each Area must submit to the Board of Trustees an annual budget together with any request for funding the Area may wish to make, in accordance with a timetable, procedure and format laid down by the Board of Trustees. The Board of Trustees shall consider the budget and any funding request from an Area submitted in accordance with the above requirements. The Board of Trustees may vary the amount of funding which has been requested.
- C10. The Treasurer shall pay to each Area as soon as practicable after the end of each quarter of the Association's financial year one fourth of the funding agreed by the Board of Trustees for the Area pursuant to Standing Order C9 or in accordance with any other payment procedures or timetables set by the Board of Trustees.
- C11. The Board of Trustees may on request during the course of the Association's financial year consider paying further grant to any Area if the Area's circumstances change and a revised budget is submitted by the Area and agreed by the Board of Trustees.
- C12. (a) Each Area shall be responsible for the financing of local Groups within its territory and, subject to (b) below, shall have complete discretion over the funds that are allocated to and between its local groups.
- (b) The area shall, in consultation with its groups, determine a system of group financing, and that system shall conform to policies laid down from time to time by General Council or the Board of Trustees.
- C13. When a new area is formed, or when there is an adjustment of boundaries between areas, the Board of Trustees shall, after consultation with the areas concerned, determine the

amount of money to be transferred between the areas, such amount to be normally a share of an area's accumulated funds proportionate to the number of members transferred from the area.

- C14. Local organisations and individuals in parts of the country not covered by a Constituent Part or an Area may become members of the Association upon payment of the appropriate subscription to the Central Office, which will carry out the functions of an Area so far as possible until such time as a properly constituted Area is operating.
- C15. The Board of Trustees shall be responsible for the preparation of an annual budget, and, not later than its last meeting before 30th September each year, shall approve a budget for the following year to 30th September.
- C16. The Board of Trustees shall be responsible for the operation of effective procedures of budgetary control.
- C17. The Treasurer:
- (a) Shall ensure that effective accounting systems are in operation.
 - (b) Shall ensure that the Association's bank accounts are operated in accordance with the procedures approved by the Board of Trustees.
 - (c) Shall be responsible for the preparation of annual accounts for the approval of the Board of Trustees, and their submission to the Association's auditors.
- C18. Travelling and other necessary expenses incurred by:
- (a) Delegates from areas attending meetings of General Council
 - (b) Members of the Board of Trustees and honorary officers attending meetings of General Council and of that committee and its subcommittees, or carrying out other duties authorised by the Board of Trustees
 - (c) Members of the Agenda Committee attending meetings of that committee shall be paid from central funds

The Board of Trustees shall prescribe rules governing the payment of such expenses.

- C19. The following transitional arrangements in this Standing Order C19 shall apply only for the period up to and including 30 September 2006. The provisions of Standing Orders C9 to C12 shall not apply in respect of that period. During such period those provisions shall be replaced by paragraphs C10 to C16 of the Standing Orders which were in force immediately prior to the 2006 Annual General Meeting of the General Council and as if such paragraphs were still in force and incorporated in the Standing Orders.
- C20. All bank accounts of Areas and Groups shall be held with the principal bankers of the Association as notified to Areas and Groups from time to time by the Board of Trustees.

C21. Each Area and Group shall make available for inspection by the Honorary Treasurer of the Association or his authorised representative on request its financial records.

D AREAS AND GROUPS

D1 The model Constitutions for Areas and Groups shall be in the form appended to these Standing Orders.

D2 The entire provisions regulating Areas and Groups are contained in the Articles of Association of the Association, the Standing Orders and the Constitutions for an Area or Group. Each member of an Area or a Group agrees to comply with all such provisions. Any other document relating to Areas or Groups shall not be binding on the Association or the Members.

D3 A person shall not be eligible to be elected, appointed, nominated or co-opted to an Area Council, Group Committee or other governing body of an Area or Group or to a sub-committee thereof unless he or she has consented in writing to be a company member of the Association for the purposes of the Act in the form and manner prescribed by the Board of Trustees.

D4 Each Area Council, Group Committee or other governing body of an Area or Group must promptly inform the Chief Executive of the Association of the names of all persons elected, appointed, nominated or co-opted to it or to a sub-committee thereof (together with their original signed consent to be a company member of the Association for the purposes of the Act which is in the form and manner prescribed by the Board of Trustees) and the dates of their resignations or retirements.

D5 A person or organisation shall cease to be a member of an Area or Group upon ceasing to be a Member of the Association.

D6 Each Area Council or Group Committee (or other governing body of an Area or Group) shall promptly comply with any requests of the Board of Trustees necessary for the Association to comply with its responsibilities under the Data Protection Act 1998 (as amended or re-enacted from time to time) or any other relevant laws and regulations.

MODEL CONSTITUTION FOR AREAS

[April 2007]

Clause 5.1 of the Articles of Association of the Ramblers' Association states that:

"Areas shall conform to the Memorandum and Articles of Association Areas shall adopt for their own use a constitution substantially in accordance with the model Constitution prepared by the Association and shall submit a copy of the proposed constitution for the approval of the Board of Trustees."

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

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England & Wales number 4458492), being an Area as defined in Clause 5.1 of the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, Area". The above bodies are hereafter referred to as "the Association" and "the Area".

2. OBJECTS

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

3. TERRITORY

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

4. MEMBERSHIP

Membership of the Area shall consist of:

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

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

5. **LOCAL GROUPS**

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

6. **MANAGEMENT**

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

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

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

7. **HONORARY OFFICERS**

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

Chairman, Treasurer, Secretary and such other officers as the Area Council shall from time to time determine, to be elected at the Annual General Meeting.

- (ii) All the above officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election.
- (iii) The Area Council shall have power to fill vacancies.

8. **SUB-COMMITTEES**

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

9. **PROCEDURE AT ALL MEETINGS**

Voting

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

Minutes:

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

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

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

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

11. **ANNUAL GENERAL MEETING**

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

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

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

12. **SPECIAL GENERAL MEETINGS OF THE AREA**

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

13. **FINANCE**

- (i) All monies raised by and on behalf of the Area including funding received from the Association under the provisions of the Association's standing orders shall be applied in furtherance of the objects of the Association.
- (ii) The Honorary Treasurer shall keep proper financial records and shall report regularly to the Area Council. He/she shall be responsible for the preparation of

the annual budget for the Area and its submission to the Board of Trustees for approval. He/she shall also be responsible for the preparation annually of Area income and expenditure accounts for the preceding Association financial year and a balance sheet showing the assets and liabilities at the end of that year, and for their submission to the Area's independent examiner.

- (iii) All accounts in the name of the Area shall be opened at such Bank as the Board of Trustees shall approve. All monies received shall be paid into the Bank and all payments, other than petty cash payments, shall be made by cheque or appropriate form of electronic transmission subject to appropriate controls. Cheques shall be signed by the Honorary Treasurer and/or other officers as decided by the Area Council. To enable petty cash expenses to be paid, an advance shall be made to the Honorary Treasurer when necessary.
- (iv) The independent examiner(s) report shall be addressed to the members of the Area and to the Board of Trustees.

14. **DISSOLUTION**

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

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

15. **ALTERATIONS TO THE CONSTITUTION**

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

16. **NOTICE**

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

MODEL CONSTITUTION FOR LOCAL GROUPS

[April 2007]

Clause 6.1 of the Articles of Association of the Ramblers' Association states that:

"Each local Group shall adopt a constitution which is substantially in accordance with the Model Constitution for Groups prepared by the Association and which is approved by the governing body of the Area."

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

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England & Wales number 4458492), being a Local Group as defined in Clause 6.1 of the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, Group", and it shall be within the Association's Area. The above bodies are hereafter referred to as "the Association", "the Group", and "the Area".

2. OBJECTS

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

3. TERRITORY

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

4. MEMBERSHIP

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

5. RELATIONS WITH THE AREA AND THE ASSOCIATION

The Group shall act in agreement with the Area Council and the Board of Trustees of the Association, as laid down in Clause 6 of the RA's Articles of Association.

6. MANAGEMENT

(i) Subject to the directions of any Group Annual or Special General Meeting as to the exercise of its powers, the management and control of the Group shall be vested in a Committee which shall consist of the Honorary Officers and as many members of the Group as the Annual Meeting shall from time to time decide,

subject to a minimum overall membership of three. All members shall retire annually, but shall be eligible for re-election.

- (ii) The Committee shall decide when and where it shall meet.
- (iii) members shall form a quorum.
- (iv) The Committee shall have power to co-opt up to additional members.
- (v) The Committee shall have power to fill casual vacancies.
- (vi) The Committee shall receive regular reports from any sub-committee established under Clause 8.
- (vii) The Committee shall report regularly to the Area Council.
- (viii) A special meeting of the Committee shall be called by the Secretary as soon as may be on the request of the Chairman or of not less than members of the Committee.

7. OFFICERS

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

8. SUB-COMMITTEES

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

9. RESIGNATION OR RETIREMENT

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

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

10. ANNUAL GENERAL MEETING

In the first quarter of each financial year the Committee shall convene an Annual General Meeting of the Group, of which not less than fourteen days' notice shall be given in

writing to each member of the Group, and which all members of the Group shall be entitled to attend, to:

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

11. **SPECIAL GENERAL MEETING OF THE GROUP**

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

12. **FINANCE**

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

Committee. To enable petty cash expenses to be paid, an advance shall be made to the Honorary Treasurer when necessary.

- (iv) The independent examiner(s) report shall be addressed to the members of the Group and to the Area Treasurer.

13. **DISSOLUTION**

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

14. **ALTERATIONS TO THE CONSTITUTION**

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

15. **NOTICE**

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