

**RAMBLERS SCOTLAND**  
**A MEMORANDUM OF AUTHORITY**  
*between*  
**RAMBLERS SCOTLAND**  
*and*  
**THE RAMBLERS' ASSOCIATION**  
**BOARD OF TRUSTEES**

September 2011

1. *Introduction*

- 1.1 This is an Memorandum of Authority between the Ramblers Scotland (RS) and the Ramblers' Association (Ramblers) Board of Trustees (BoT) to enable the Ramblers charitable purposes to be enacted better in Scotland. It supersedes an earlier Memorandum of Authority previously agreed by the parties in 2003.
- 1.2 The (BOT) recognises:
- 1.2.1 That the purposes of the Ramblers (as defined as the objects of the Ramblers in the Memorandum of 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:
- and that these purposes are best pursued through two autonomous bodies representing its interests in Scotland and Wales, with the Ramblers continuing to pursue those purposes in England,
- 1.2.2 That whilst the membership of the Ramblers is approximately England 88%, Scotland 6% and Wales 6%, the national land areas of Great Britain are England 57%, Scotland 34% and Wales 9%,
- 1.3 The BOT recognises that RS is a key element of the Ramblers. RS is organised through its volunteer controlled bodies: - the annual delegate conference of Scottish Council (SC) and its democratically elected Executive Committee (SCEC). RS forms a Constituent Part of the Ramblers organisation as set out in the Ramblers Memorandum of Association and Articles of Association (M&A).

- 1.4 RS has the skills and experience to manage the Ramblers affairs in Scotland, due to its knowledge and expertise of Scotland's different legal system, charity regulator, devolved parliament, cultures and traditions.

## 2. Governance

- 2.1 SC and the SCEC shall determine all matters relating to the purposes of the Ramblers in Scotland, except those reserved to the BOT, listed in Appendix One.
- 2.2 The SCEC may choose to take a different position on issues which have GB-wide significance to the Ramblers' position in England or Wales. In other situations a common position may be agreed if it clearly applies to the Ramblers activities in all three nations. Public statements should reflect these differences or agreements, as appropriate.
- 2.3 SCEC may, at its discretion, delegate its powers, rights and duties under this Memorandum but only in so far as the SCEC and any of its sub committees are controlled by non-staff members.
- 2.4 SC and SCEC may also determine the structure, including that of Areas and Groups, to best support the Ramblers' purposes in Scotland. If any such proposed changes to the structure would impact upon the M&A then Clause 2.6 shall be followed.
- 2.5 Given the ultimate accountability of the BOT of the Ramblers to both the Charity Commission for England and Wales and the Office of the Scottish Charity Regulator (OSCR), all matters will be administered in accordance with the laws applicable in Scotland and England & Wales, the M&A of the Ramblers and the procedures determined from time to time by the BoT.
- 2.6 SCEC may propose motions directly to General Council.
- 2.7 The BoT shall propose to the Ramblers' General Council (GC) such changes to the Ramblers' M&A as are necessary to effect this Agreement as soon as possible and in the interim make informal arrangements to implement the spirit of this Memorandum.
- 2.8 The BoT acknowledges that RS may wish, in time, to establish itself as an independent charity in Scotland, registered only with the OSCR. The BoT recognises that if such independence were to occur RS would then be controlled through a Scottish Board of Trustees.

## 3. Representation

- 3.1 The Convener of SC, or nominee appointed by the SCEC, shall be an ex-officio member of the BoT.
- 3.2 The BoT may appoint up to three of their members to attend SC in a non-voting capacity.
- 3.3 Where under 3.1 the Convener is not a member of the BoT the SCEC's nominee shall be appointed for the annual term of the BoT. If the Convener or the SCEC nominee is not able to attend a Board meeting a deputy may be appointed by the Convener.
- 3.4 The Chair of the BoT or another member of the BoT, appointed by the Chair, shall be able to attend any meeting of the SCEC, with observer status, to facilitate the interchange of ideas, understanding and co-operation.
- 3.5 In clauses 3.1 to 3.4 nominees should be members of SC or a trustee of Ramblers as appropriate, and may not be employees.

## 4. RESOURCES

- 4.1 There shall be a base level of resources (the basic funding allocation) allocated to
  - 4.1.1 Scottish Council [W]
  - 4.1.2 Welsh Council (WC) [X]
  - 4.1.3 The BoT for Ramblers England [Y] and for the Ramblers operations across GB (Ramblers GB), including Central Services [Z].
- 4.2 The figures for W, X and Y shall be mutually agreed between SCEC, WCEC and the BoT and reviewed every three years. W and X will be based on the resources required for Scotland and Wales to pursue effectively the purposes of the Ramblers, taking account (but not exclusively) of actual and potential levels of income in those countries, the percentage of the members of the Ramblers, the land areas of the countries, the extent of access rights and path networks, campaign priorities for countryside protection, promoting walking opportunities and for the Ramblers to provide to Scotland, Wales and England such central services as they wish.
- 4.3 If, during the triennium, SC or WC receives legacies, restricted to Scotland or Wales, cumulatively in excess of that budgeted by more than £250,000 or in the case of Ramblers GB receives legacies restricted to England in excess of that budgeted by more than £250,000, then those amounts shall be taken into account when agreeing the funding percentages for the next triennium under 4.2 above.
- 4.4 If the Ramblers seeks external funding from commercial, philanthropic or other bodies for projects potentially affecting more than one of the countries (England, Scotland and Wales) then prior liaison and co-ordination between the Ramblers staff of the relevant countries shall take place. If a substantial sum of money is received from a funding bid, legacy, sponsorship or similar, then the Director of Finance must be notified.
- 4.5 The resources allocated in 4.1 shall be a percentage [W, X, Y] of the central resources of the Ramblers after deducting the costs of Ramblers GB including the costs of agreed common central services [Z] and exclusive of external and/or restricted project funding or restricted (as in 4.3) legacies. The costs of the central services shall be mutually agreed by the BoT, SCEC and WCEC.
- 4.6 All three countries shall have access to a Legal/National Casework Designated Fund. This fund shall be in addition to the Scottish Special Legal Activity Fund that is controlled by the SCEC.
- 4.7 SCEC shall present annually to the [May]<sup>1</sup> meeting of the BoT a comprehensive plan with costs for the coming year detailing the targets they hope to achieve and the funds (including the basic funding allocation) required to achieve them. The funds required may be in excess of the amount determined in 4.1. The BoT shall determine the funds to be allocated to SC in [July]<sup>1</sup> each year but such may not be less than the basic funding allocation as in paragraph 4.1.
- 4.8 It is recognised by all parties that:
  - 4.8.1 The effective pursuit of the purposes of the Ramblers throughout GB requires extensive fundraising and the winning of external grants;
  - 4.8.2 It is highly effective for local Groups, Areas and RS to raise funds at local or national (SC) level to fund activities and legal cases relevant to the local or

---

<sup>1</sup> To be determined in accordance with Ramblers budget process from time to time

national area; and that the use of those funds should be determined locally or by SC as appropriate;

4.8.3 The full costs of running SC exceed the income generated in Scotland from membership subscriptions.

4.9 Ramblers GB shall liaise closely in advance with the Director Scotland (and vice versa), regarding all significant communications to individual actual and potential Ramblers members that will affect those living in Scotland. For example, liaison should occur to co-ordinate appeals for donations, membership recruitment and renewals literature, publicity material, etc.

## 5. *Services provided by the Ramblers*

5.1 SCEC may decide, with the agreement of the BoT, which services to receive from the Ramblers' Central Services (CS), and which to provide itself, either directly through its staff or through other means.

5.2 Where SCEC requests that a significant service be organised by itself, instead of through CS, then SCEC and the BoT shall reach agreement as to whether there shall be any adjustment to the resource allocation made by BoT to SC, and if so, the amount.

5.3 Any such changes shall be planned in advance and all parties shall assist in the smooth transition with good will, to ensure the continued promulgation of the Ramblers' aims.

5.4 Where services or information provided from Central Services to members, or volunteers, or the public in Scotland are deemed not suitable by the SCEC or the Director Scotland then the SCEC can empower the Director Scotland to liaise with the Ramblers Chief Executive to have such matters reviewed or deferred. Failure to agree on such matters shall be referred to the procedures contained in Para. 10. If SCEC wished to cancel the provision of a service from Central Services then twelve months notice in writing, or some other period by mutual agreement, must be given.

## 6. *Employees and Operation*

6.1 All employees shall be employees of the Ramblers.

6.2 There shall be a Director Scotland (DS) whose line manager shall be the Ramblers Chief Executive. To recruit a new DS, the Chief Executive and the Convener Scotland are both to agree the process of recruitment and the choice of candidate.

6.3 If, for any reason, the Ramblers Chief Executive or Scottish Convener deems it necessary to dismiss or make redundant the Director Scotland, every effort will be made by the Chief Executive and the Convener Scotland to reach a mutual agreement. In the event of a failure to agree, the matter shall be referred to the BoT Chair, who shall consult with the Convener Scotland before the Chief Executive makes the final decision.

6.4 The DS shall report regularly to SC and its SCEC on the implementation of the strategies, plans and policies adopted by RS and the use of its resources.

6.5 The DS shall be responsible for the management of local staff and resources and for developing for approval by SCEC, and for implementing, the strategies, plans and policies adopted by SCEC.

6.6 Staff in Ramblers Scotland (apart from the DS) shall be recruited by the DS, in consultation with the Convener Scotland and agreement over interview arrangements. The DS must

consult with the Chief Executive to ensure that the legal and associated Ramblers procedures and processes are followed, and the CE shall sign off the appointment by confirming or otherwise that such matters have been followed.

- 6.7 If, for any reason, the DS or Chief Executive deems it necessary to dismiss or make redundant any staff in Ramblers Scotland (apart from the DS), then the Scottish Convener and DS shall be consulted. The DS must consult with the Chief Executive to ensure that the legal and associated Ramblers procedures and processes are followed, and the CE shall sign off the dismissal or redundancy by confirming or otherwise that such matters have been followed.
- 6.8 Financial matters will be dealt with in accordance with the financial regulations issued by the Director of Finance of the Ramblers. So that the DS, Convener Scotland and SCEC may manage the finances of RS, monthly finance figures for RS shall be distributed by Central Office to the DS and the Convener Scotland. The DS shall incorporate these in the DS reports to SCEC.
- 6.9 RS shall submit regular, at least half-yearly, reports to the BoT on the progress of the implementation of plans for Scotland. The ex-officio member of the BoT from Scotland shall submit regular, at least half-yearly, reports to the SCEC on all important matters affecting the Ramblers GB, to enable the SCEC and the BoT to be informed of the affairs of each other.
- 6.10 The Ramblers Chief Executive shall attend any meeting of SC or SCEC if requested to so do by such bodies, subject to suitable advance notice and his/her availability. The Chief Executive may attend any meeting of SC or SCEC if he or she wishes.
- 6.11 The Chief Executive of the Ramblers shall be responsible for the provision of Central Services to RS, the co-ordination of matters between RS and Central Office and shall devise a structure to achieve this.
- 6.12 With a view to better consultation and coordination on matters relating to the three countries, the Senior Management Team (SMT), in addition to such meetings in London with its current membership as the CE shall decide, shall meet three times a year in Scotland, Wales and London by rotation with the DS attending. The DS would also attend for budget items at any other SMT meetings where such items are on the agenda. The DS should in future receive copies of SMT papers and of the Board of Trustees papers (excluding the occasional papers whose circulation is restricted to Board members only).

## 7. Corporate Identity

- 7.1 The name and brand of the Ramblers may be used by RS subject to such safeguards as the BoT may require from time to time.
- 7.2 The corporate image of the Ramblers may be adapted for RS better to promote the aim of the Ramblers in Scotland but only to the extent that the overall image shall be retained and the proposed changes have been notified to the BoT sufficiently in advance for such changes to be considered and approved by the BoT, such approval not being unreasonably withheld.

## 8. Legal Activity and a Special Legal Activity Fund

- 8.1 RA GB shall have a Legal/National Casework Designated Fund (LNCDF) which shall make an initial allocation to RS of £25,000. All legal activity and associated work in Scotland, funded through a LNCDF allocation and/or Scottish Special Legal Activity Fund, shall be decided by the SCEC, after taking all appropriate advice from the DS and any other relevant advisers the SCEC wishes to use, subject to Clause 3 of Appendix Two below. The DS shall keep the Chief Executive informed of relevant developments.

8.2 Appendix Two below sets out the details of the Scottish Special Legal Activity Fund and the role of the Legal/National Casework Designated Fund and Review Panel.

## 9. Promoting this Memorandum

9.1 All existing and future Trustees, SCEC members, and Ramblers staff (where appropriate) in Central Services and Scotland shall be made aware of the provisions of this Memorandum, and it shall form part of said staff's and volunteers' induction.

9.2 A Constituent Parts Committee (of volunteers not staff) comprising:

- 9.1.1 The Chair and Honorary Treasurer of the BoT;
- 9.1.2 Two members from Scotland appointed by the SCEC;
- 9.1.3 Two members from Wales appointed by the WCEC; and
- 9.1.4 Two members from England appointed by BoT

shall meet regularly at such times it considers expedient (but normally at least every three to six months in the beginning) to monitor and progress the implementation of this Memorandum and to promote good understanding between the parties. When difficulties or potential difficulties are identified the Committee will attempt to resolve them quickly and informally.

## 10. Monitoring and disputes

10.1 All disputes arising from the interpretation or operation of this Memorandum, which have not been resolved by the Constituent Parts Committee, shall be referred, as quickly as practicable, to the BoT. In the event of a failure to agree a resolution the decision of the BoT is final.

10.2 While a dispute is ongoing through the procedures outlined in 10.1 and 10.2, the status quo, i.e. the current position, shall continue to operate.

## 11. Review

11.1 This memorandum shall come into force at 1 October 2011 and be reviewed in its fifth year of operation (starting 1 October 2015) such that a Memorandum (existing or revised) may be implemented from 1 October 2016.

11.2 In the absence of a successor Memorandum, this Memorandum shall continue in effect.

11.3 In the event of RS becoming an independent charity registered solely with OSCR then this Memorandum shall cease.

Signed:

.....

For Ramblers Scotland

.....

Rodney Whittaker, Chair of Board of Trustees

Date: September 2011

=====

APPENDIX ONE  
MATTERS RELATING TO SCOTLAND WHICH ARE RESERVED TO THE BOARD OF TRUSTEES

The principle of the Ramblers Scotland Memorandum of Authority, approved in 2003 mirrored that of the relationship between the Scottish Parliament and the UK government. This is that all matters are devolved except for those specifically reserved to the UK Government.

Thus for Ramblers Scotland, all matters are devolved to Ramblers Scotland apart from items listed below where control is reserved to the Board of Trustees.

*ITEMS RESERVED TO THE BOARD OF TRUSTEES*

1. The Ramblers brand and GB-wide corporate ID.
2. Overall GB budget decision-making and allocations to Scotland.
3. Approval of legal activity where net costs (after any contribution from the Scottish Special Legal Activity Fund) exceed £25,000 (excluding Ramblers staff time).
4. Employment matters including remuneration and terms and conditions of employment for all Ramblers staff.
5. Responsibilities to the Charity Regulators. The BoT has dual responsibilities to both the Charity Commissioners for England & Wales and to the Office of the Scottish Charity Regulator (OSCR). When making decisions about the Ramblers activities in Scotland the Board has to ensure that it has adequate understanding of the environment within which the Ramblers operates in Scotland and the expectations of OSCR.
6. Such other matters for which the Trustees or the Ramblers Company Secretary have a legal obligation or duty from time to time under the Ramblers' Memorandum and Articles or under Company Law.

NOTE: There are a number of services which Ramblers Scotland receives from Ramblers GB Central Services, including membership administration, finance, walk magazine, etc, which are not reserved matters, but are carried out by agreement, at a GB level by Central Services, at present.

=====

APPENDIX TWO  
THE SCOTTISH SPECIAL LEGAL ACTIVITY FUND AND THE RAMBLERS GB  
LEGAL/NATIONAL CASEWORK DESIGNATED FUND (LNCDF)

1. It is noted that a Special Legal Activity Fund has been set-up for Scotland. The purpose of this SLAF is to help fund the cost of legal activity, advice, legislative and inquiry work and associated campaigns. The Scottish SLAF will be entirely funded through donations received from Ramblers members and supporters and will be a restricted fund administered through the normal Ramblers banking accounts. The SCEC will administer the Scottish SLAF and can decide at any time to close its SLAF and any surplus funds must then be transferred to another appropriate restricted fund within the control of either the SCEC or the BoT. The SLAF can be reduced to zero but must never be in deficit.
2. Professional and specialist activity in Scotland can be funded from its SLAF together with funding that may be allocated from the LNCDF (as agreed from year to year).
3. For cases where the total expenditure for professional advice and associated costs, excluding Ramblers staff time, is likely to exceed combined total of: The allocation from the

LNCDF; and The Scottish SLAF; then approval for additional funding should be sought from the LNCDF.

4. The LNCDF Review Panel shall consist of three volunteers: One representative each from Ramblers England, the SCEC and WCEC; plus the RA GB Head of Walking Environment (HWE). The HWE shall decide upon expenditure requests for individual casework. The Review Panel shall review casework considered by the HWE and consider any appeals regarding the HWE's decisions on the use of the Fund.
5. There can be a transfer of funds to the Scottish budget and/or Scottish SLAF with the agreement of the LNCDF Review Panel.
6. It is noted that the BoT hopes to keep the LNCDF topped up from year to year to enable reasonable resources for legal activity within the Ramblers.