

RAMBLERS CYMRU
Memorandum of Authority
between
RAMBLERS CYMRU
and
THE RAMBLERS' ASSOCIATION
BOARD OF TRUSTEES

September 2011

1. *Introduction*

1. The Board of Trustees (BoT) of the Ramblers Association (Ramblers) recognising:
- (i) 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 an autonomous body representing its interests in Wales, with the Ramblers continuing to pursue those purposes in England,

- (ii) 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%,
- (iii) That the Ramblers is a membership organisation and the responsibility for its strategies, plans and policies properly rest with its volunteers who serve as trustees and as members of its General Council or the Council of Ramblers Cymru (RC) and not with its senior employees,
- (iv) That there are different governance arrangements, cultures and traditions in Wales, and
- (v) That a combined organisation will have more strength and sustainability than two independent bodies particularly through the use of common services and a central legal fund to fund legal cases,

has agreed with the Council of Ramblers Cymru (RC) to operate as follows.

2. *Governance*

- 2.1 Welsh Council (WC) and Welsh Council Executive Committee (WCEC) shall determine all matters relating to the purposes of the Ramblers in Wales, except those reserved to the Board of Trustees (BoT), listed in Appendix One.

- 2.2 The WC may choose to take a different position on issues which have GB-wide significance to the Ramblers' position in England or Scotland. 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 WC may, at its discretion, delegate to its WCEC powers, rights and duties under this Memorandum but only in so far as the WCEC and any of its sub committees are controlled by non-staff members.
- 2.4 WC may determine the structure, including that of areas and groups, to best support the Ramblers purposes in Wales. 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 trustees of the Ramblers to the Charity Commission for England and Wales, all matters will be administered in accordance with the laws applicable in England and Wales, the Memorandum and Articles of the Ramblers and the procedures determined from time to time by the Board of Trustees of the Ramblers and its Chief Executive.
- 2.6 WC may propose motions directly to General Council.
- 2.7 The Board of Trustees of the Ramblers shall propose to General Council such changes to the Ramblers' Memorandum and Articles as are necessary to effect this Memorandum as soon as possible and in the interim make informal arrangements to implement the spirit of this Memorandum.

3. Representation

- 3.1 The Chairman of WC, or permanent representative appointed by RC, shall be an ex-officio member of the Board of Trustees of the Ramblers.
- 3.2 The BoT may appoint up to two of their members to attend WC in a non-voting capacity.
- 3.3 Where under 3.1 a representative is unable to attend, a deputy may be appointed to attend in their place so as to ensure continuous representation of the Welsh and Ramblers' Board of Trustees' viewpoints. It is hoped and intended that, in the interest of continuity and understanding, such deputy shall be the same person over an extended period.
- 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 WCEC, with observer status, to facilitate the interchange of ideas, understanding and co-operation.
- 3.5 In clauses 3.1 to 3.4 representatives should be members of WC 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 [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 requirement to operate bilingually, the necessity to lobby both MPs in Westminster Parliament and AMs at the Welsh Assembly Government in Cardiff and SMPs in

Holyrood Parliament, 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 seek external funding from commercial, philanthropic or other bodies for projects potentially affecting more than one of the countries (England, Wales and Scotland) 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 or 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' as described in Appendix 2. Part of this fund shall be specifically for RC. Director Wales and WCEC can determine its use.
- 4.7 WC shall present annually to the [May]¹ meeting of the BoT a comprehensive plan with costs for the coming year detailing what 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 WC in [July]¹ 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, WC and staff of RC to raise funds at local or national (RC) level to fund activities and legal cases relevant to the local or national area; and that the use of those funds should be determined locally or by WC as appropriate;
 - 4.8.3 The full costs of running RC exceed the income generated in Wales from membership subscriptions.
- 4.9 Ramblers GB shall liaise closely in advance, with the Director Wales (and vice versa), regarding all significant communications to individual actual and potential Ramblers members that will affect those living in Wales: For example to co-ordinate appeals for donations, membership recruitment and renewal literature, publicity material, etc.

5. *Services provided by the Ramblers*

- 5.1 WCEC 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.

¹ To be determined in accordance with RA's budget process from time to time

- 5.2 Where WCEC requests that a significant service be organised by itself, instead of through CS, then WCEC and the BoT shall reach agreement as to whether there shall be any adjustment to the resource allocation made by BoT to RC, 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 Wales are deemed not suitable by the WCEC or the Director Wales then the WCEC can empower the Director Wales 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 in section 10. If WCEC 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 will be employees of the Ramblers.
- 6.2 In any hiring of a new Director Wales, the CE shall consult with the Chair of the WCEC and shall only hire a candidate acceptable to both.

Should either the CE or the WCEC Chair believe it is necessary to dismiss the Director Wales, the two shall consult urgently with a view to agreeing any necessary action. In the absence of agreement, the decision of the CE (after consultation with Chair Ramblers GB) shall be final.

- 6.3 The Director Wales shall be managed by the Chief Executive of the Ramblers and report regularly to the WC and the Chief Executive on the implementation of the strategies, plans and policies adopted by WC and the use of resources controlled by it.
- 6.4 The Director Wales shall be responsible for the management of local staff and resources and for developing for approval by WC, and for implementing, the strategies, plans and policies adopted by WC.
- 6.5 Financial matters will be dealt with in accordance with the financial regulations issued by the Director of Finance of the Ramblers.
So that Director Wales, Chairman WC and WCEC may manage the finances of RC, monthly finance figures for RC shall be distributed to DW and Chairman WC by Central Office. The DW shall incorporate these in the DW reports to WCEC.
- 6.6 WC shall submit regular, at least half-yearly, reports to the BoT on the progress of the implementation of plans for Wales. The Chief Executive of the Ramblers shall submit regular, at least half-yearly, reports to the WC on the progress of the implementation of plans for Wales, Scotland and Ramblers GB, to enable the WC and the BoT to be informed of the affairs of the others.
- 6.7 The Chief Executive of the Ramblers shall be responsible for the provision of common services to RC, effective communications channels, the co-ordination of matters between RC and central office and shall devise a structure to achieve this.
- 6.8 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 Director Wales attending. The Director Wales would also attend for budget items at any other SMT meetings where such items are on the agenda.
The Director Wales should in future receive copies of SMT papers and of the Board of Trustees papers (excluding of course the occasional papers whose circulation is restricted to Board members only).

- 6.9 The Chief Executive of the Ramblers shall carry the paramount responsibility to the WC for ensuring the staff of RC pursue effectively the strategies, plans and policies adopted by it, and shall attend at least annually a WC or WCEC meeting. The Chief Executive of the Ramblers also has the right to attend other WC or WCEC meetings and will be available to these bodies, either in person or by telephone, to help progress the Ramblers' purposes in Wales.
- 6.10 No member of staff working in Wales, and who is responsible to the Director Wales, shall be hired without the agreement of the CE (or his delegate) and the Chairman of the WCEC (or his delegate). In the case of dismissal of such member of staff, the CE (or his delegate) shall consult with the Chairman of the WCEC with a view to agreeing any necessary action. In the absence of agreement, the decision of the CE shall be final.

7. Corporate Identity

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

8. NOT USED

9. Promoting this Memorandum

- 9.1 All existing and future Trustees, WCEC members, and appropriate Ramblers staff 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:
- 9.2.1 The Chair and Honorary Treasurer of the BoT;
 - 9.2.2 Two members from Scotland appointed by the SCEC;
 - 9.2.3 Two members from Wales appointed by the WCEC; and
 - 9.2.4 Two members from England appointed by BoT

shall meet regularly at such times it considers expedient (but normally at least every three to six month in the beginning) to monitor and progress the implementation of this Memorandum and to promote better 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 practical, 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, the status quo, i.e. the current position, shall continue to operate.

11. Review

11.1 This Memorandum supersedes those of 2003 and 2008, and shall come into force on 1st October 2011 and be reviewed in its fifth year of operation starting on 1st October 2015 such that a Memorandum (existing or revised) may be implemented from 1st October 2016 .

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

Signed:

Chairman Welsh Council.....

Chair Ramblers Board of Trustees.....

Date.....

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APPENDIX ONE

MATTERS RELATING TO WALES WHICH ARE RESERVED TO THE BOARD OF TRUSTEES

One of the principles underlying this Memorandum of Authority mirrors that of the relationship between the Welsh Assembly Government and the UK Government. This is that some specific matters are devolved, and some are referred to the UK Government.

Thus for Ramblers Cymru, all matters are devolved (see 1 (i) above) apart from items listed below where control is reserved to the Board of Trustees.

ITEMS RESERVED TO THE BOARD OF TRUSTEES AT PRESENT

1. The Ramblers brand and GB-wide corporate ID.
2. Overall GB budget decision-making and allocations to Wales.
3. Approval of legal activity where costs exceed £25,000 (excluding Ramblers staff time).
4. Employment matters including remuneration and terms and conditions of employment for all Ramblers staff.
5. Responsibility to the Charity Commissioners for England & Wales.
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 Cymru receives from Ramblers GB Central Services at present, 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.

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APPENDIX TWO

THE RAMBLERS GB LEGAL/NATIONAL CASEWORK DESIGNATED FUND

- 1 Professional and specialist activity in Wales, such as the cost of legal advice, legislative and inquiry work and associated campaigns, can be funded from a section within this fund. This section of the fund will be managed by Ramblers Cymru.
- 2 For cases where there are insufficient funds in this section of the fund, Ramblers Cymru shall have access to the Ramblers Legal fund. Should the Director Wales believe that expenditure on legal or other professional advice/support is necessary, he shall discuss the matter with the Head of Walking Environment (HWE) who shall take any decision on action.
- 3 A review panel comprising
 - a volunteer from Wales (nominated by the WCEC)
 - a volunteer from Scotland (nominated by the SCEC)
 - a volunteer from England
 - Head of Walking Environments

shall meet every 6 months to review the matters decided since the last meeting and to hear any appeals against decisions taken by the HWE regarding use of the fund. Its findings shall also be referred to the Campaigns and Marketing sub-committee of the Board.

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