

STANDING ORDERS

STANDING ORDERS OF THE RAMBLERS' ASSOCIATION

(as amended on 14 April 2019)

The defined terms in these *standing orders* will have the same meaning as given to them in Article 44 of the *articles of association*.

A. GENERAL COUNCIL

Notice of annual general meetings

- A1. *Areas* and *affiliated national organisations* will be informed of the proposed date for an annual general meeting of the *general council* at least 90 days ahead of the meeting. As much notice as possible will be given of the meeting to those *areas* that are formed, or those *national organisations* affiliating, less than four *months* before the annual general meeting. At least 21 clear days' notice of the annual general meeting of the *general council* (including all the information specified in Article 19.1) must be given to the *council members*, unless it is agreed to hold a meeting on shorter notice in accordance with Article 19.2.
- A2. Notice of any alterations to the *articles of association* to be proposed at the annual general meeting of the *general council* must be received *in writing* at the *office* not less than 56 days before the meeting.
- A3. Notice of all other business for discussion at the annual general meeting of the *general council* must be received *in writing* at the *office* not less than 42 days before the meeting.
- A4. All relevant paperwork will be circulated to the secretaries of the *areas* and *affiliated national organisations* not less than 21 days before the meeting.
- A5. Nominations must be received *in writing* at the *office* not less than 42 days before the meeting for:
- (a) ordinary members of the *board of trustees* to be elected in accordance with the provisions of Article 25.2;
 - (b) officers; and
 - (c) members of the motions review committee to be elected by the *general council*.
- A6. Provisions relating to nominations for the election of members of the *board of trustees* in accordance with Article 25.3 of the *articles of association* are included in *standing orders* A45-48.

Motions

- A7. Notices of business for discussion under *standing orders* A2 and A3 (being either an ordinary or special resolution, or a *council members' motion*), may only be submitted by the bodies listed below, and *council members' motions* will be limited in number as follows:
- (a) the *board of trustees*: not more than five motions;
 - (b) each *constituent part*: not more than one motion;
 - (c) each *area*: not more than one motion; and
 - (d) each *affiliated national organisation*: not more than one motion.
- A8. Notice of any resolution or motion submitted under *standing order* A7 should be accompanied by background notes.

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- A9. Other business (not requiring an ordinary or special resolution under the *act*) may be proposed as a matter of urgency provided that at least two-thirds of the members of the *general council* present and voting agree that urgency be granted. This will not include motions that have previously been ruled out of order by the motions review committee.

Business requiring an ordinary resolution to be passed may only be passed as a matter of urgency if it falls within the general nature of the business to be discussed and which has been included in the notice to the meeting, and provided that the conditions set out in the previous paragraph have also been met.

Business requiring a special resolution under the *act* may not be passed on short notice unless it has been agreed to hold a meeting on shorter notice in accordance with Article 19.2.

- A10. Any *council member* or authorised representative of an *area* or *affiliated national organisation* may submit amendments to motions (other than those giving notice of alterations to the *articles of association* and those that require a special resolution under the *act*). These amendments must be received *in writing* at the *office* not less than 3 working days before the annual general meeting. Further amendments to clarify the wording of a motion (unless it is a special resolution) may be proposed during the meeting at the chair's discretion and with the permission of the meeting.
- A11. A proposer of a motion may speak for no longer than seven minutes, and other people (including the proposer of an amendment to a motion) may speak for no longer than four minutes, except with the permission of the meeting.
- A12. All motions on the agenda of the annual general meeting of the *general council*, and any amendments to those motions which have not been put to a vote by the time specified on the agenda, will be passed to *the board of trustees* to consider.

Motions review committee

- A13. The motions review committee will consist of:
- (a) 2 members of the *board of trustees*; and
 - (b) 5 members of the *general council* or prior year's *general council* elected by the *general council*.
- A14. A member of the motions review committee elected by the *general council* will hold office from the end of the annual general meeting at which he or she was elected until the end of the next annual general meeting of the *general council*. This is unless he or she resigns from the committee or ceases to be an *individual member* (or, if he or she is a representative of an *affiliated national organisation*, the *affiliated national organisation* ceases to be a *member of Ramblers*).
- A15. The following people will not be eligible to stand for election to the motions review committee under *standing order* A13(b):
- (a) the chair or honorary treasurer in office at the date of the *general council* meeting in question, unless his or her term expires at the end of that *general council* meeting;
 - (b) any other member of the *board of trustees* in office at the date of the *general council* meeting in question, unless his or her term expires at the end of that *general council* meeting;
 - (c) any person standing for election as chair, honorary treasurer or ordinary member of the *board of trustees* at the *general council* meeting in question.

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- A16. Any member of the motions review committee who is elected by the *general council* under *standing order A13(b)* who is then co-opted as a member of the *board of trustees* under Article 25.1(d) or appointed under Article 25.1(e) will be deemed to have resigned as an elected member of the motions review committee with effect from the date of his or her co-option or appointment to the *board of trustees*.
- A17. The motions review committee has the power to co-opt additional members, (who cannot be members of the *board of trustees*), to fill vacancies among the members elected under *standing order A13(b)* where there have been insufficient nominations, or resignations, or vacancies have arisen under *standing orders A14* or *A16*.
- A18. The quorum for any meeting of the motions review committee will be four members of the committee.
- A19. If the number of members of the motions review committee falls below the quorum, the *board of trustees* will first fill any vacancies in its own appointees pursuant to *standing order A13(a)*. If there are still insufficient members of the committee to form a quorum the *board of trustees* may appoint additional members (not being members of the *board of trustees*) to make up a quorum. The agenda committee as then constituted may then co-opt additional members to fill any remaining vacancies.
- A20. Any co-opted member of the motions review committee will hold office until the end of the next annual general meeting of the *general council*.
- A21. The motions review committee will elect a chair from among its number. The chair cannot be a member of the *board of trustees* and will not have a casting vote in the case of an equality of votes at any meeting of the committee.
- A22. The motions review committee will 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 motions review committee, its subject is not topical;
 - (b) redraft similar motions as a combined motion;
 - (c) redraft unclear, ambiguous or poorly drafted motions in accordance with the motions review committee's analysis of the intentions of the proposer;
 - (d) decide the order in which motions will appear on the agenda;
 - (e) submit any improved wording for a motion (other than that empowered by (b) and (c) above) as amendments for approval by the *general council*.
- A23. The *office* will inform the secretary of the body proposing a motion of decisions made by the motions review committee under *standing order A22* as soon as practicable. If that body wishes to appeal against any such decision, notice of the appeal and an explanation of the nature of the grievance must be received *in writing* at the *office* not less than 3 working days before the start of the annual general meeting of the *general council*.
- A24. The motions review committee will also consider any amendments received in accordance with *standing order A10* and:
- (a) rule out of order any amendments which, in the opinion of the motions review committee, would result in a material change to the nature of the motion;
 - (b) redraft similar amendments as combined amendments;

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- (c) redraft unclear, ambiguous or poorly drafted amendments in accordance with the motions review committee's analysis of the intentions of the proposer;
- (d) decide the order in which multiple amendments to any motion will be debated, giving consideration to any potential conflicts of wording.

If the proposer of any amendment wishes to appeal against any decision resulting from the exercise of the above powers by the motions review committee in relation to that amendment, the appeal will be decided by the *general council*.

- A25. The motions review committee will, at its last meeting before the annual general meeting, agree a report of all its decisions relating to that meeting. The report will be presented to the *general council* before the discussion of any motions. Any appeal under *standing orders* A23 or A24 arising from decisions of the motions review committee, (unless already settled to the satisfaction of the appellant), will also take place before the discussion of motions. The appellant and a representative of the motions review committee may speak for up to four minutes each. The chair will then put the matter to a vote which will be decided by a simple majority.

Extraordinary general meetings

- A26. An extraordinary general meeting of the *general council* may be called at any time by the *board of trustees* or on the demand of not less than 5% of the *council members*. In either case the purpose of the meeting must be specified in the notice of the meeting. Only business for which the meeting is called and any other business of which proper notice has been given may be discussed at the extraordinary general meeting.
- A27. Not less than 21 clear days' notice must be given to all persons entitled to receive notice under the *articles of association* of all extraordinary general meetings, unless the meeting is called on shorter notice in accordance with Article 19.2 of the *articles of association* and the *act*.

Postal voting

- A28. The *board of trustees* or not less than one third of the members of the *general council* may request, *in writing*, for a decision to be taken by postal ballot.
- A29. Unless the request specifies that the postal ballot must be held urgently, a copy of the request must be sent to the members of the *general council* with an invitation to submit comments for or against the proposal to be put to the postal ballot and/or to submit amendments to the proposal within 21 days.
- A30. If any responses are received, the motions review committee will hold a meeting as soon as possible to prepare a summary of the comments for circulation with the voting paper and any amendments submitted.
- A31. A voting paper, providing for options to vote for or against the proposal and any amendment submitted, will then be sent to each member of the *general council*, accompanied by the motions review committee's summary of comments received (if any) and a request that it be returned to the *office* within 21 days from the date of service. The result will be declared in accordance with the voting papers returned within that period.
- A32. In the case of a request specifying that the postal ballot must be held as a matter of urgency, the voting paper will be sent to each member of the *general council* with a request that it be returned to the *office* within 21 days from the date of service, but any papers accompanying the voting paper will be completely neutral on the matter which is the subject of the ballot.

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- A33. The same procedure will apply when a postal ballot is taken in accordance with a decision of a meeting of the *general council*.
- A34. These provisions relating to postal ballots will not prevent the proposing and passing of a written resolution (as defined in Section 288(1) Companies Act 2006) of *council members* which is required by or provided for in any statute.

Quorum

- A35. No business can be discussed at any meeting of the *general council* unless a quorum of *council members* is present. One third of the *council members* entitled to vote upon the business to be discussed and being present in person or by proxy will be a quorum.
- A36. If the meeting is called on the demand of *council members*, it must be dissolved if a quorum is not present within half an hour after the appointed starting time. If called in any other way, the meeting may be adjourned to another day, time and place as the *board of trustees* may decide.

Proxies

- A37. The appointment of a proxy will 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 or her 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.
- A38. The appointment and any authority under which it is executed must be delivered at the *office* at least 48 hours prior to the meeting of the *general council* or adjourned meeting, (excluding Saturdays, Sundays and public holidays), and in accordance with any instruction contained in the notice of the meeting of the *general council* to which it relates.
- A39. An appointment of a proxy may be revoked by delivering a notice of termination to the *office*. 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, unless the *council member* attends the meeting in person pursuant to Article 22.3.

Nominations

- A40. A nomination for a person to stand for election to the *board of trustees* as the chair, honorary treasurer or an ordinary member of the *board of trustees* must be proposed by three *individual members* who have been *individual members* of *Ramblers* 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 *office*.
- A41. A nomination for a person to stand for election to the motions review committee must be proposed by any two *council members*.
- A42. A nomination for a person to stand for appointment as the president or a vice president must be proposed by any two *council members*.
- A43. Any *member* may only nominate one person for election at an annual general meeting of the *general council* to each of the *board of trustees* and the motions review committee.
- A44. All nominations must be *in writing* and must include the signatures of the proposers and of the nominee, signifying consent to being nominated.

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Vacancies

- A45. Where a vacancy arises for an ordinary member of the *board of trustees*, which the *general council* has the power to fill under Article 25.3, any existing nomination for an ordinary member of the *board of trustees* to be elected can also be treated as a nomination to fill the vacancy, without the need for an additional nomination form to be completed.
- A46. Any vacancy must be included in the paperwork to be circulated to the meeting if the vacancy is known about not less than 28 days before the annual general meeting. Additional nominations of persons to fill such vacancy may be accepted but must be received *in writing* by the *office* not less than 7 days before the meeting.
- A47. Where the existence of the vacancy becomes known less than 28 days before the meeting, or during the meeting itself, it will be announced by the chair as soon as practicable during the meeting and further nominations of persons to fill the vacancy may be accepted up to such time during the meeting as the chair decides.
- A48. In all cases, the election for a vacancy will be held after the election of ordinary members of the *board of trustees* under Article 25.2, and the successful candidates will be excluded from the election for such vacancy. Where more than one vacancy falls to be filled, the elections for those vacancies may be taken together and, if there is a difference in the terms of office of the vacancies to be filled, the candidate(s) with the highest number(s) of votes will serve the longer term(s).
- A49. The results of elections to the *board of trustees* and the motions review committee, (including voting figures) will be announced at the meeting of the *general council*.

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B BOARD OF TRUSTEES

- B1. The *board of trustees* will meet at least three times a year at the times and dates that it decides.
- B2. The quorum for any meeting is five trustees.
- B3. A meeting of the *board of trustees* may be called on not less than 14 days' notice at the request of the chair, or in response to a written request signed by not less than 6 members of the *board of trustees* setting out the purpose of the meeting.
- B4. The members of the *board of trustees*, the motions review committee, or any sub-committee can participate in any meeting by means of telephone or any communication equipment which allows everyone participating to hear each other. People participating in this way are deemed to be present in person at the meeting and will be entitled to vote and be counted in the quorum. A meeting held in this way will be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting is situated.
- B5. The *board of trustees* will:
- (a) exercise all the powers of *Ramblers* and take all actions that are not required to be carried out by the *general council*, *constituent parts* and the *areas*;
 - (b) appoint sub-committees to deal with any special aspects of work of *Ramblers* or in respect of the work in any particular part of the *United Kingdom*;
 - (c) elect members to serve on a joint committee with any other organisation or organisations in any matters coming within the objects of *Ramblers*.
- B6. The sub-committees that are appointed by the *board of trustees* under *standing order* B5(b) must operate under the terms of reference that are agreed by the *board of trustees* from time to time. The chair of each sub-committee must be a member of the *board of trustees*. The chair, vice chair and honorary treasurer will be entitled to participate in the meetings of all sub-committees and must be notified of their meetings. The *board of trustees* may dissolve a sub-committee at any time.
- B7. The *board of trustees* will also be responsible for:
- (a) keeping registers of *council members* and all other *members* in accordance with Article 14.1 of the *articles of association*;
 - (b) producing publications (if applicable);
 - (c) representing *Ramblers* on related or similar organisations where desirable;
 - (d) preparing and representing any petitions to achieve the objects of *Ramblers* and the preparation and distribution of any policy and publicity material;
 - (e) promoting the *areas* and defining the scope of their territory;
 - (f) coordinating the work of the *areas*;
 - (g) allocating *affiliated local organisations* and *individual members* to *areas*, and *individual members* to *groups or areas*;
 - (h) keeping minutes of the proceedings of the *general council* and the *board of trustees* and its subcommittees.

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- B8. The allocation as specified in *standing order* B7(g) will be made with reference to the territories defined for *areas* and *groups*. However, *members* may request to transfer their *area* or *group* membership (as applicable) to any *area* or *group* of their choice and new members may request allocation to a specific *group* or *area* on joining. This allocation by the *board of trustees* may be made by any means that combines reasonable convenience of identifying the location of the *members'* postal addresses with the minimisation of discrepancies between such allocation and the territory of an *area* and/or *group* as defined in its constitution, provided that *areas* and *groups* are consulted about the means of allocation.

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C FINANCE

This *standing order C* applies to the accounts of the *board of trustees*, the *constituent parts*, *areas* and *groups*.

- C1. The financial year of *Ramblers* will end on 30th September.

Membership subscriptions

- C2. The subscriptions of all *members of Ramblers* (and the due dates and methods of payment) will be determined by the *board of trustees*.
- C3. All doubts and disputes concerning the status of individuals or organisations subscribing or wishing to subscribe as *members of Ramblers* will be referred to the *board of trustees* whose decision will be final.
- C4. The first subscription or first subscription instalment (if applicable) will become due when the *member* joins *Ramblers*.
- C5. *Members* may pay their subscriptions by direct debit.
- C6. The *board of trustees* may offer discounted membership rates in order to promote membership of *Ramblers*.
- C7. Honorary life membership of *Ramblers* may be conferred upon any *member* by a majority of those present and voting at a meeting of the *general council*.
- C8. A junior membership card may be issued to each child under 16 years of age on request and on receipt of a stamped, addressed envelope, where one or more parents are *members of Ramblers*. The issuing of a junior membership card does not give the child any of the rights or privileges of membership of *Ramblers*, except the entitlement to a membership card. Holders of the junior membership card will not be placed on the register of members and will not be entitled to a vote at a general meeting of the *area*.

Area budgets

- C9. Each *area* must submit an annual budget to the *board of trustees* along with any request for funding the *area* may wish to make. The submission of the budget must be in accordance with the timetable, procedure and format that has been set by the *board of trustees*. The *board of trustees* will consider the budget and any funding request from an *area* submitted in accordance with these requirements. The *board of trustees* may vary the amount of funding from that which has been requested.
- C10. *Ramblers* will pay instalments of the funding that has been agreed by the *board of trustees* in accordance with *standing order C9* to each *area* as soon as practicable after the end of each quarter of *Ramblers*' financial year.
- C11. The *board of trustees* may consider paying a further grant to any *area* during the course of *Ramblers*' financial year 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* will be responsible for the financing of *groups* within its territory and, subject to (b) below, will have complete discretion over the funds that are allocated to and between its *groups*;
- (b) the *area* will, in consultation with its *groups*, set a system of *group* financing. Such system must conform to the policies laid down from time to time by the *general council* or the *board of trustees*.

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- C13. When a new *area* is formed, or when there is an adjustment of boundaries between *areas*, the *board of trustees* will, after consultation with the *areas* concerned, decide upon the amount of money to be transferred between the *areas*. The amount to be transferred will normally be 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 *Ramblers* by paying the appropriate subscription to the *office*, which will carry out the functions of an *area* so far as possible until a properly constituted *area* is operating.
- C15. All bank accounts of *areas* and *groups* must be held with the principal bankers of *Ramblers* as notified to *areas* and *groups* from time to time by the *board of trustees*.
- C16. Each *area* and *group* must make its financial records available for inspection by the honorary treasurer of *Ramblers* or his or her authorised representative on request.

Budget

- C17. The *board of trustees* will be responsible for the preparation of an annual budget of *Ramblers*. The *board of trustees* will approve the budget for the next financial year up to 30th September at its last meeting before 30th September each year.
- C18. The *board of trustees* is responsible for the operation of effective procedures of budgetary control.
- C19. The honorary treasurer will:
- (a) ensure that effective accounting systems are in operation;
 - (b) ensure that *Ramblers'* bank accounts are operated in accordance with the procedures approved by the *board of trustees*; and
 - (c) be responsible for the preparation of annual accounts for the approval of the *board of trustees*, and their submission to *Ramblers'* auditor.

Expenses

- C20. Travelling and other necessary expenses incurred by:
- (a) *council members* appointed by *areas* attending meetings of the *general council*;
 - (b) members of the *board of trustees* and honorary officers attending meetings of the *general council* and of the *board of trustees* and its subcommittees, or carrying out other duties authorised by the *board of trustees*; and
 - (c) members of the motions review committee attending meetings of that committee and of the *general council*,

will be paid from central funds.

The *board of trustees* will set rules governing the payment of these expenses.

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D AREAS AND GROUPS

- D1 The model constitutions for *areas* and *groups* are in the forms attached to these *standing orders*.
- D2 All of the provisions that regulate *areas* and *groups* are contained in the *articles of association*, the *standing orders* and the constitutions for an *area* or *group*. Each member of an *area* or a *group* agrees to comply with these provisions. Any other document relating to *areas* or *groups* will not be binding on *Ramblers* or the members.
- D3 A person will 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 is an *individual member* or, in the case of an *area* governing body, a representative of an *affiliated local organisation*.
- D4 Each *area* council, *group* committee or other governing body of an *area* or *group* must promptly inform the *office of Ramblers* of the names of all the people elected, appointed, nominated or co-opted to it or to a sub-committee under *standing order D3* and the dates of their resignations or retirements.
- D5 A person or organisation will cease to be a member of an *area* or *group* upon ceasing to be a *member of Ramblers*.
- D6 Each *area* council or *group* committee (or other governing body of an *area* or *group*) must promptly comply with any requests from the *board of trustees* to enable *Ramblers* to comply with its responsibilities under the Data Protection Act 1998 or any other relevant laws and regulations.

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MODEL CONSTITUTION FOR AREAS [April 2007]

Article 12.3 of the Articles of Association of Ramblers states that: "Areas must adopt a constitution which is substantially similar to the model constitution included in the standing orders. Areas must submit a copy of their proposed constitution to the board of trustees for approval."

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 12.1 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;

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- (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.

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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

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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.

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MODEL CONSTITUTION FOR GROUPS [April 2007]

Article 13.2 of the Articles of Association of Ramblers states that:

"Each group will be responsible to and represented on the governing body of the area of which the group forms part, and must adopt a constitution which is substantially similar to the model constitution for groups included in the standing orders 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 13.1 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 13 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

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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

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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.
- (iii) 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.