

MODEL CONSTITUTION FOR AREAS - SCOTLAND

[Approved by the SCEC and the Board of Trustees. Introduced August 2011]

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 SCOTLAND (..... AREA)

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity, England & Wales number 1093577, and Scotland number SC03799, 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 Scotland, Area". The above bodies are hereafter referred to as "the Association" and "the Area". The Area is within the Constituent Part of the Association - Ramblers' Association Scotland, which is organised by the Association's Scottish Council.

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 or the Scottish Council of the Association.

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, and the Association's Scottish Council.

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 will not take effect until they have been agreed by 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 possible 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 the event that the date of the Annual General Meeting is later, in any year, than the notified last date for the submission of ordinary motions to General Council or Scottish Council as the case may be, the power to submit such motions shall, for that year and for that particular case, be vested in the Area Council.

Not less than 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 statement;
- (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) Elect representatives to Scottish Council;
- (vii) Appoint representatives to General Council;
- (viii) Appoint as independent examiner(s) qualified or other competent person(s);
- (ix) Discuss and consider motions notice of which shall have been given in writing to the Secretary;
- (x) Make recommendations to the Area Council, or any local Group of the Area, or, subject to the proviso contained in the preamble to this Rule, to consider motions for submission to the next Annual Meeting of the General Council of the Association or motions for submission to the next Annual Meeting of the Scottish Council(if so desired);
- (xi) 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 Area 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 at any General Meeting, in accordance with the approval of a two-thirds majority of members present and voting. No amendments to this constitution shall take effect until they have been agreed by the Board of Trustees.
- (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.