

CONSTITUTION OF RAMBLERS SCOTLAND

1. NAME AND DEFINITION

The organisation's name is Ramblers Scotland. It is a Constituent Part of the Ramblers' Association, (hereinafter referred to as "RA GB").

2. OBJECTIVES

The function of Ramblers Scotland shall be to further the objectives of RA GB in Scotland, to co-ordinate and expand the activities of Areas and Groups of RA GB in Scotland and to exercise the authority and responsibility of Ramblers Scotland as a Constituent Part of RA GB in terms of Article 4 of the Articles of Association of RA GB.

3. MANAGEMENT

3.1 The management and control of Ramblers Scotland, within the terms of Article 4 of the Articles of Association of RA GB, shall be vested in a Scottish Council (hereinafter referred to as the "Council"), which shall consist of:

3.1.1 two delegates nominated by each Area in Ramblers Scotland,

3.1.2 one delegate nominated by each Group in Ramblers Scotland,

3.1.3 one delegate nominated by each organisation affiliated to the Council in accordance with clause 4,

3.1.4 up to three representatives nominated by the Board of Trustees of RA GB, who shall be entitled to attend but who shall have no voting rights,

3.1.5 the Honorary Officers of the Council,

3.1.6 the members of the Ramblers Scotland Strategic Committee (hereinafter referred to as "RSSC"), declaring that, at any Annual General Meeting of the Council, the retiring members of the RSSC shall remain members of that Council until close of business at that Meeting, whether or not they have been re-elected to the RSSC at that meeting.

3.1.7 in the event of a Motions Committee being appointed under the Standing Orders, such members of that Committee as were elected by the previous year's Scottish Council.

3.2 In the event of any person being a member of Scottish Council by reason of more than one of the above categories, then that person shall have only one vote at Scottish Council.

3.3 A member of Scottish Council may appoint another such member to speak and/or vote on his or her behalf at an Annual General Meeting (AGM) or Special General Meeting (SGM).

4. AFFILIATION TO THE COUNCIL

4.1 Other organisations may be affiliated to the Council provided that the Council consider that:

4.1.1 they have aims and objectives broadly in accord with those of RA GB,
and

4.1.2 their activities are widespread in Scotland.

4.2 Such affiliated organisations shall pay the annual affiliation fee in accordance with the Standing Orders of RA GB.

4.3 Their appointed delegates to the Council shall have the same rights as other members of the Council, except that not more than two delegates of affiliated organisations may be elected as members of the RSSC under clause 9.2.2.

5. HONORARY OFFICERS

5.1 The Honorary Officers of the Council shall be:

5.1.1 a President,

5.1.2 such Vice-Presidents as may be elected from time to time by Scottish Council,

5.1.3 a Convener,

5.1.4 a Vice-Convener,

5.1.5 an Honorary Treasurer,

5.1.6 such other Honorary Officers as the Council may from time to time determine.

5.2 All Honorary Officers shall be elected for a period of three years at the Annual General Meeting of the Council.

5.3 Honorary Officers (excepting the Vice-Presidents for whom there is no limitation on service) shall have maximum periods of service as follows:

5.3.1 the President and Convener shall serve for no more than three consecutive years without a break of at least one year and may be elected to either office notwithstanding ineligibility for election to the RSSC in terms of Clause 9.4;

5.3.2 the Vice-Convener and Honorary Treasurer shall serve for no more than six consecutive years without such a break, including any immediately preceding period of service on the RSSC in another capacity provided that the Honorary Treasurer in office when this provision comes into effect may remain in office until the end of the AGM in 2022.

5.4 The Convener, Vice-Convener and Honorary Treasurer must be members of Ramblers Scotland at the time of their election and at all material times thereafter.

5.5 Where an AGM fails to elect a President, Convener, Vice-Convener or Honorary Treasurer or where a casual vacancy arises in relation to any of those offices, the RSSC may appoint a person who satisfies any relevant eligibility requirement to that office for the period until the end of the following AGM and such appointment will not count towards any maximum period of service for that office.

6. ANNUAL GENERAL MEETING OF THE COUNCIL

6.1 The AGM shall be held not later than 31st March each year and may be held electronically.

6.2 The Meeting shall transact the following business:

6.2.1 to consider the Annual Report of the RSSC and the independently examined

statement of accounts,

- 6.2.2 to elect Honorary Officers and members of the RSSC for the ensuing year under clauses 5.1 and 9.2.2,
 - 6.2.3 to appoint an Independent Examiner or Examiners,
 - 6.2.4 to consider, adopt, carry out or otherwise dispose of motions and resolutions coming within the scope of the objects of the Council,
 - 6.2.5 to adopt Standing Orders in accordance with clause 8,
 - 6.2.6 to amend this Constitution or Standing Orders in accordance with clause 11,
 - 6.2.7 to endorse, vary or reject any motion submitted by the RSSC to the next Annual Meeting of the General Council of the RA GB,
 - 6.2.8 to transact any other competent business.
- 6.3 Seven members of the Council present in person or by proxy and to include two elected members of the RSSC shall form a quorum.
- 6.4 At least 90 days notice of the date of the Annual General Meeting shall be given to all those entitled to send delegates or to attend.
- 6.5 Motions
- 6.5.1 Motions may be submitted by:
 - any Ramblers Scotland Area or Group; or
 - any organisation affiliated to Scottish Council; or
 - any two people who are: Honorary Officers, RSSC members, Motions Committee members, or Board of Trustee representatives.
 - 6.5.2 These motions must be received in writing at least 32 days before the date of the Meeting, by the member of staff acting as Secretary to the Council. Notice of motions shall be circulated to all members of the Council at least 21 days before the date of the Meeting. Standing Orders may specify a time limit by which amendments to motions are to be submitted.
- 6.6 Procedural motions, which include the suspension of Standing Orders, may be raised by Council members during an Annual or Special General Meeting without the notice specified in Clause 6.5 being required.
- 6.7 Clause 6.5 shall apply to the nomination of Honorary Officers, which must be in writing and accompanied by the written consent of the nominee.
- 6.8 Proposals for the appointment of an Independent Examiner or Examiners may be made by the persons/bodies listed in 6.5 and must be received in writing at least 32 days before the date of the Meeting by the member of staff acting as Secretary to the Council.
- 6.9 The nomination of members of the RSSC (other than Honorary Officers) must be in writing, accompanied by the consent of the nominee, and delivered by such time during the AGM and to such person as may be nominated by the Council Convener, and announced prior to, or as soon as practicable after the start of, the relevant AGM.
- 6.10 The absence from the Meeting of a person otherwise eligible shall not debar such person from being elected as an Honorary Officer or member of the RSSC.

6.11 Notwithstanding clauses 6.5, 6.7, 6.8 and 6.9, other business not affecting the Constitution may be moved by a Council member as a matter of urgency with the agreement of two thirds of those present and voting.

7. SPECIAL GENERAL MEETINGS OF THE COUNCIL

7.1 A Special General Meeting (SGM) of the Council shall be called if:

7.1.1 the RSSC or the Board of Trustees of RA GB so decide,
or

7.1.2 a written request is received, by the member of staff acting as Secretary to the Council, on behalf of Areas and/or Groups with a joint delegate entitlement of a least one third of the total Area and Group entitlement under clauses 3.1 and 3.2.

7.2 Not less than 21 days notice of such a Meeting shall be sent to all entitled to send delegates or to attend.

7.3 The notice of the Meeting shall state the business to be transacted; no other business shall be transacted.

7.4 Seven Council members, to include two members of the RSSC elected at the previous Annual General Meeting, shall form a quorum.

7.5 The provisions of Clause 6.1 regarding meeting electronically shall apply to SGMs as they do to AGMs.

8. STANDING ORDERS

The Council shall make such Standing Orders for the conduct of its meetings as may from time to time be considered necessary. Adoption of any Standing Order shall require the support of at least two-thirds of the Council members who are eligible to vote and who are present at the meeting during which it is proposed for adoption. No Standing Order shall be adopted if it is not in accordance with the terms of this Constitution and the Memorandum and Articles of Association of RA GB.

9. RAMBLERS SCOTLAND STRATEGIC COMMITTEE (RSSC)

9.1 The business of Ramblers Scotland shall be managed on behalf of the Council by the RSSC.

9.2 The RSSC shall consist of:

9.2.1 the President, the Convener, the Vice-Convener and the Honorary Treasurer,

9.2.2 seven members elected for a period of three years,

9.2.3 not more than three members co-opted by the RSSC.

9.3 At the first AGM at which election to the RSSC is for a period of three years, three members shall be elected for three years, two for two years and up to two for one year decided on the numbers of votes cast for each of them in descending order.

9.4 No elected or co-opted member of the RSSC shall serve for more than six consecutive years (including any consecutive service on the RSSC in a different capacity) without a break of at least one year, provided that: (a) a period of co-option of less than one year immediately prior to election shall not count towards the six year period applicable to elected members; and (b) the Honorary Treasurer and Convener in office when this provision comes into effect

may respectively remain as members of the RSSC until the ends of the AGMs in 2022 and 2023.

- 9.5 Co-option to the RSSC shall be for the period to the end of the first AGM after co-option.
- 9.6 In the event of a vacancy in the elected membership of the RSSC, the provisions of Clause 5.5 shall apply with appropriate changes.
- 9.7 The RSSC shall meet at least three times a year and may conduct such parts of its business as it considers appropriate electronically.
- 9.8 At any meeting of the RSSC, five shall form a quorum, to include at least one Honorary Officer.
- 9.9 The RSSC may conduct business despite any vacancy on the Committee, except that, if the total membership of the Committee falls below the required quorum, the Committee may act only to summon a meeting of the Council.
- 9.10 The RSSC may submit motions on behalf of Ramblers Scotland to the next Annual Meeting of the General Council of the RA GB (if so desired), subject to any limitation imposed in the Standing Orders of the RA GB, but must present any such motions to the meeting of Scottish Council immediately prior to the meeting of General Council at which such motions are to be considered, for endorsement by Scottish Council. If Scottish Council votes to vary any such motion, then the RSSC must submit to General Council a corresponding amendment to the motion. If Scottish Council votes to reject any such motion, then the RSSC must withdraw the motion from General Council.

10. FINANCE

The Treasurer shall prepare, for submission to the Annual General Meeting of the Council and for inclusion in the statement of accounts of the Board of Trustees of RA GB, a statement of accounts drawn up to 30th September each year.

11. ALTERATIONS TO THE CONSTITUTION AND TO STANDING ORDERS

- 11.1 This Constitution and any Standing Orders (adopted in terms of Clause 8) may only be altered where the process and conditions set out in Clauses 6.5 for AGMs and 7 for SGMs, and any relevant Standing Orders which may be made in terms of Clause 8, and Clause 11.2 have been met and where the particular amendment is supported by two-thirds of those present, eligible to vote and voting at the meeting of the Council where the alteration is proposed.
- 11.2 No alterations to this Constitution shall take effect without the agreement of the Board of Trustees of RA GB acting within their powers as laid down in the Memorandum and Articles of Association of RA GB and in Memorandum 3 (Objects) within the limits imposed by the charitable status of RA GB.

12. DISSOLUTION OF RAMBLERS SCOTLAND

- 12.1 The following provisions shall apply to any motion seeking a resolution by the Council that it is impossible or undesirable for Ramblers Scotland to continue as a Constituent Part of RA GB:
 - 12.1.1 the proposal for such a motion must be received by the member of staff who is acting as Secretary to the Council at least 56 days before the General Meeting at which it is to be considered.

12.1.2 notice of such proposal shall be circulated to all those entitled to send delegates or to attend, at least 28 days before the General Meeting.

12.1.3 the motion shall not be regarded as having been passed by the Council unless it is passed by two thirds of those present and eligible to vote and voting at the General Meeting.

12.2 In the event of a motion being passed in accordance with Clause 12.1:

12.2.1 the Board of Trustees of RA GB shall be informed forthwith and asked to recommend to General Council of RA GB that it should cancel recognition of Ramblers Scotland as a Constituent Part of RA GB,

12.2.2 unless otherwise provided in the motion, the Council and the RSSC provided for in this Constitution shall continue to function until such time as General Council of RA GB cancels recognition of Ramblers Scotland as a Constituent Part of RA GB.

13. INTERPRETATION

13.1 The meaning of all the expressions in the Constitution is the meaning expressed or implicit in the Memorandum and Articles of Association of RA GB. All actions arising from the former shall be in accordance with the latter.

13.2 Unless the context requires otherwise, a 'year' means the period between the end of one AGM and the end of the next AGM.

14. NOTICES

The accidental omission to give notice of a meeting to any member or non-receipt of such notice by any member shall not invalidate any competent business transacted at such a meeting.

Approved by the Scottish Council of Ramblers Scotland - 6 March 2021
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