

# **CONSTITUTION OF RAMBLERS CYMRU 2019**

*(As agreed at Welsh Council 2019 and ratified by Board of Trustees on 14 April 2019)*

## **1. NAME AND DEFINITION**

The organisation is an autonomous body representing the interests of the Ramblers in Wales (a part of the Ramblers' Association) and its name is either Ramblers Cymru or Y Cerddwyr, which alternative names are to be used as appropriate. The said bodies are hereinafter referred to in this document as "Ramblers (GB)" and "Ramblers Cymru" respectively.

## **2. OBJECTIVES**

The function of Ramblers Cymru is to further the objectives of Ramblers (GB) in Wales having regard to Article 4 of the Articles of Association of Ramblers (GB) and to co-ordinate and expand the activities of Areas and Groups of Ramblers (GB) in Wales.

## **3. MANAGEMENT AND MEMBERSHIP OF THE WELSH COUNCIL**

The management and control of Ramblers Cymru, within the terms of Article 4 of the Articles of Association of Ramblers (GB) shall be vested in a Welsh Council, which shall consist of the following members, all of whom shall have voting rights (except for 3.5 and 3.6).

- 3.1 the Honorary Officers of the Welsh Council;
- 3.2 retiring members of the Welsh Council Executive Committee who shall remain members of the Welsh Council until the close of business at that Meeting;
- 3.3 one member nominated by each Group in Ramblers Cymru;
- 3.4 a number of members nominated by each Area based on the membership of the area as of 30th September of the year previous to the year of the Welsh Council in question according to the following criteria:
  - 3.4.1 two members from each Area for up to the first 500 members or part thereof;
  - 3.4.2 one further delegate from an Area for each extra 500 members or part thereof;
- 3.5 up to two representatives nominated by the Board of Trustees of Ramblers (GB), who do not have voting rights;
- 3.6 a representative from each of the other Areas of the Association which the Welsh Council has invited to send representatives. Such representatives do not have voting rights.
- 3.7 in view of a Motions Review Committee being appointed under the Standing Orders, such members of that Committee as are not otherwise members of Welsh Council.

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

The Secretary to the Welsh Council and Welsh Council Executive Council shall be an appointed member of staff (or volunteer if no staff available) and will hereinafter be referred to as the Council Secretary.

## **4. AFFILIATION TO THE WELSH COUNCIL**

- 4.1. Other organisations may be affiliated to the Welsh Council provided that the Welsh Council consider that:
  - 4.1.1. they have aims and objectives broadly in accord with those of Ramblers (GB);and
  - 4.1.2. their activities are widespread in Wales.
- 4.2. Such affiliated organisations shall pay the annual affiliation fee in accordance with the Standing Orders of Ramblers (GB).

## **5. HONORARY OFFICERS**

- 5.1. The Honorary Officers of the Welsh Council shall be:
  - 5.1.1. a President;
  - 5.1.2. vice Presidents; (no maximum number, and are welcome to attend WCEC meetings but with no voting rights)
  - 5.1.3. a Chairman;
  - 5.1.4. not more than two Vice Chairmen;
  - 5.1.5. an Honorary Treasurer

- 5.1.6 an Honorary Secretary; and
- 5.1.7 such other Honorary Officers as the Welsh Council may from time to time decide.
- 5.2. All Honorary Officers shall be elected at an Annual General Meeting of the Welsh Council.
  - 5.2.1 The Chairman shall hold office for a single term of three years from the end of the Annual General Meeting at which he was elected. He shall then step down for a period of at least one year, but be eligible for re-election as Chairman for one further consecutive term of three years.

## **6. ANNUAL GENERAL MEETING OF THE WELSH COUNCIL**

- 6.1 The Annual General Meeting of the Council shall be held by the 30th June in each year and shall carry out the following business:
  - 6.1.1 consider the Annual Report of Welsh Council Executive Committee and the audited statement of accounts;
  - 6.1.2 elect the Honorary Officers and members of Welsh Council Executive Committee for the coming year in accordance with clauses 5 and 9;
  - 6.1.3 elect representatives of the Welsh Council onto other bodies;
  - 6.1.4 appoint an auditor or auditors;
  - 6.1.5 consider and adopt, carry out or otherwise dispose of motions within the competence of the Welsh Council including proposing a motion to go forward to General Council;
  - 6.1.6 amend this Constitution or Standing Orders in accordance with clause 11;
  - 6.1.7 adopt, amend or suspend standing orders in accordance with clause 8;
  - 6.1.8 carry out any other relevant business.
- 6.2 Seven (7) Welsh Council members, including two (2) members of the Welsh Council Executive Committee elected at the previous Annual General Meeting shall form a quorum.
- 6.3 At least 90 days notice of the date of the Annual General Meeting shall be given by the Council Secretary to all those entitled to send members or to attend.
- 6.4 Notice of motions affecting the Constitution or Standing Orders must be received and distributed in line with Clause 11, by the Council Secretary.
- 6.5 Motions, apart from those affecting the Constitution or Standing Orders, must be received at least 28 days before the date of the meeting, by the Council Secretary. Notice of motions (not affecting the Constitution or Standing Orders) shall be circulated to all members of the Welsh Council at least 14 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 during an Annual or Special General Meeting without the notice specified at Clause 6.5 being required.
- 6.7 Nominations of Honorary Officers shall be as follows:
  - 6.7.1 Nominations of Honorary Officers others than those for Vice-Presidents must be in writing, duly proposed, seconded and accompanied by the consent of the nominee and must be received 28 days before the date of the meeting, by the Council Secretary.
  - 6.7.2 Nominations for Vice-Presidents must have the consent of the nominee and are proposed and seconded at the Welsh Council for which they are standing for election.
- 6.8 Notwithstanding clauses 6.5 and 6.6, other business not affecting the Constitution may be moved as a matter of urgency with the agreement of two thirds of those present and voting.
- 6.9 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 Welsh Council Executive Committee.

## **7. SPECIAL GENERAL MEETINGS OF THE WELSH COUNCIL**

- 7.1 A Special General Meeting of the Welsh Council shall be called if;
  - 7.1.1 the Welsh Council Executive Committee or the Board of Trustees of Ramblers (GB) so decide,
    - or
    - 7.1.2 a written request is received by the Council Secretary on behalf of Areas and /or Groups with a joint member entitlement of at least one third of the sum total of all member entitlements of the Areas and Groups in Wales in accordance with clauses 3.3 and 3.4.
- 7.2 Not less than 14 days notice of such a Meeting shall be sent to all entitled to send members 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 (7) members including two (2) members of the Welsh Council Executive Committee elected at the previous Annual General Meeting shall form a quorum

## **8 STANDING ORDERS**

8.1 The Welsh 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 Welsh 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 Ramblers (GB).

## **9 WELSH COUNCIL EXECUTIVE COMMITTEE**

9.1 The business of Ramblers Cymru shall be managed on behalf of the Council by the Welsh Council Executive Committee whose membership shall be in accord with clauses 9.2 and 9.3

9.2 Members of the Welsh Council Executive Committee shall consist of:

9.2.1 the President (ex officio), the Chairman, two Vice Chairmen, the Honorary Treasurer and the Honorary Secretary, of Welsh Council;

9.2.2 Five (5) other members elected annually of whom no fewer than four (4) shall

be members of the Welsh Council by reasons of nomination by an Area or Group under clauses 3.3 or 3.4 respectively, or

be an officer in an Area or Group;

or, be a retiring Welsh Council Executive Committee member;

If the number of candidates for election is equal to or less than the number of vacancies to be filled, then all candidates shall be deemed to be elected if two thirds of those present at the AGM, and entitled to vote, vote in favour of such election.

9.2.3 Not more than two voting co-opted members who shall hold office until the next Annual General Meeting when they shall retire but will be eligible to be co-opted again for up to two further terms of office as a co-opted member, the last term expiring at the third Annual General Meeting following their first co-option.

9.3 The Welsh Council Executive Committee may fill any places still being vacant following the AGM or through a member withdrawing from Welsh Council or the Committee. The person who has filled such a vacancy shall have full voting rights.

9.4 Five (5) members shall form a quorum.

9.5 The Welsh Council Executive Committee shall meet at least three (3) times a year.

9.6 The Welsh Council Executive Committee may conduct business despite any vacancy on the Committee, except that if the total membership of the Committee falls below the quorum contained in clause 9.4, the Committee may act only to summon a meeting of the Welsh Council.

9.7 WCEC shall appoint annually two members (volunteers) to sit on the Constituent Parts Committee of Ramblers (GB).

9.8 WCEC shall nominate annually a volunteer to sit on the Legal/National Casework Designated Fund Review Panel of Ramblers (GB).

9.9 WCEC shall elect a member of the Welsh Council Executive Committee to be an "ex-officio" member of the Board of Trustees.

9.10 WCEC shall elect a representative of the Welsh Council Executive Committee to attend General Council.

## **10 REPRESENTATIVES TO THE WELSH COUNCIL**

10.1 Areas and Groups shall send written notice of the appointment of any new Welsh Council representatives to the Council Secretary.

## **11 AMENDMENTS TO THE CONSTITUTION**

11.1 This Constitution, and any Standing Orders (adopted in terms of Clause 8) may only be amended where the process and conditions set out in Clauses 11.2, 11.3 and 11.4 have been met and where the particular amendment is supported by two-thirds of those present (and eligible to vote) and voting at the meeting of the Welsh Council where the amendment is proposed.

11.2 Proposals for such amendments must be received by the Council Secretary at least 42 days before the date of the meeting at which they are to be considered.

11.3 Notice of such proposals shall be circulated by the Council Secretary to all entitled to send delegates or to attend at least 28 days before the meeting.

- 11.4 No amendments shall take effect without the agreement of the Board of Trustees of Ramblers (GB) acting within their powers as laid down in the Memorandum and Articles of the Association and in Memorandum 3 (Objects) within the limits imposed by the charitable status of the Association.

## **12 DISSOLUTION OF RAMBLERS CYMRU**

- 12.1 The following provisions shall apply to any motion seeking a resolution by the Welsh Council that it is impossible or undesirable for Ramblers Cymru to continue as an autonomous body representing the interests of the Ramblers in Wales:
- 12.1.1 the proposal for such a motion must be received by the Council Secretary at least 56 days before the General Meeting at which it is to be considered.
  - 12.1.2 notice of the motion shall be circulated by the Council Secretary to all entitled to send members or attend, at least 28 days before the meeting.
  - 12.1.3 the motion shall not be regarded as having been passed by the Welsh Council unless it is passed by two thirds of those present (and eligible to vote) and voting at the 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 Ramblers (GB) shall be informed forthwith and asked to recommend to General Council of Ramblers (GB) that it should cancel recognition of Ramblers Cymru as an autonomous body representing the interests of the Ramblers in Wales,
  - 12.2.2 unless otherwise provided in the motion, the Welsh Council and Welsh Council Executive Committee provided for in this constitution shall continue to function until such time as General Council of Ramblers (GB) cancels recognition of Ramblers Cymru as an autonomous body representing the interests of the Ramblers in Wales.

## **13 INTERPRETATION**

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

## **14 NOTICES**

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

## **15 GRIEVANCES or DISPUTES PROCEDURE**

- 15.1 Members or Groups with a grievance or complaint may approach their Area Council to resolve or take up the issue.
- 15.2 If Area Council cannot resolve the issue, then Area Council, on behalf of the member or Group with a grievance, may ask for a hearing at the next WCEC meeting.
- 15.3 If WCEC cannot resolve the issue, the member or Group may make representation to the Board of Trustees.

## **STANDING ORDERS**

### **1. Finance**

- 1.1 The financial year of the Welsh Council shall end on 30th September.
- 1.2 The Director Wales in consultation with Welsh Council Executive Committee will develop an annual budget for Ramblers Cymru for approval by Welsh Council Executive Committee.
- 1.3 This annual budget (together with the annual Business Plan) will form the basis of a submission to the BoT to finance the work of Ramblers Cymru.
- 1.4 The annual budget is in four parts:
  - 1.4.1 The Ramblers Cymru Office in Wales shall have a budget to be administered by the Director Wales, which covers staff, administration costs, expenditure by the Cardiff office, plus other items as agreed by the Director Wales and Welsh Council Executive Committee.
  - 1.4.2 The Ramblers Cymru Welsh Council shall have a budget for funding of Areas and Groups in Wales, which will be agreed by Welsh Council Executive Committee but administered by Central Office.
  - 1.4.3 There shall be a Legal Fund which will be available to use for professional and specialist activity such as cost of legal advice, legislative and inquiry work and associated campaigns. Expenditure from this fund shall be authorised by the Director Wales with input from WCEC.

- 1.4.4 The Ramblers Cymru Welsh Council shall have a budget administered by Welsh Council Executive Committee, which covers costs for the Welsh Council and the Welsh Council Executive Committee.
- 1.5 WCEC shall be responsible for the operation of effective procedures of budgetary control.
- 1.6 The Honorary Treasurer of the Welsh Council will produce financial updates at meetings of WCEC.
- 1.7 The Honorary Treasurer of the Welsh Council will produce the Annual Accounts (for budget 1.4.4), submit them to the Welsh Council auditors, and then to the Welsh Council Executive Committee for their approval. These Annual Accounts will be considered by the Welsh Council at their AGM.
- 1.8 Each Area must submit to the WCEC an annual budget, in accordance with a timetable, procedure and format laid down by WCEC. WCEC shall consider the budget and any funding request from an Area submitted in accordance with the above requirements. WCEC may vary the amount of funding which has been requested.
- 1.9 The Honorary Treasurer of The Welsh Council shall ensure payment to each Area in accordance with any payment procedures and timetables set by WCEC.
- 1.10 WCEC may during the course of the Association's financial year consider paying a further grant to any Area on submission of a revised Area budget.
- 1.11. Each Area shall, in consultation with its groups and with WCEC, determine a system of group financing.
- 1.12 When a new Area is formed, or when there is an adjustment of boundaries between Areas, WCEC shall, after consultation with the Areas concerned, determine the amount of money to be transferred between the Areas, such amount to be normally a share of an Area's accumulated funds proportionate to the number of members transferred from the Area.
- 2 Any member of Welsh Council or any authorised representative of a duly constituted Area or Affiliated Organisation may submit **amendments to motions** other than those giving notice of alterations to the Constitution. Such amendments must be received in writing at the Cardiff Office not less than 3 working days before the commencement of Welsh Council. At the Chairman's discretion and with the permission of the meeting further amendments to clarify wording may be proposed during the course of debate.
- 3 At a meeting of Welsh Council, a proposer of a motion shall **speak for no longer than seven minutes**, and other persons (including the proposer of an amendment to a motion) shall **speak for no longer than four minutes**, except with the permission of the meeting.
- 4 **WCEC shall meet at least three times a year** and shall fix its own times of meeting. WCEC shall determine its own procedure. A special meeting of WCEC may be called at the request of the chairman or in response to a written request signed by not less than 5 members of WCEC stating the purpose of the meeting.
- 5 **COMMUNICATIONS** – The Council Secretary shall communicate with all those entitled to send members to Welsh Council (as clauses 6.3, 7.2, 11.3, 12.1) by letter or email. Those entitled to send members are as per clause 3.1 to 3.11. All these communications shall be posted on the Ramblers Cymru website.
- 6 **CONDUCT of WCEC MEETINGS**  
 If there is a vote on any formal proposal which is tied, then the Chairman shall have a casting vote.  
 Minutes shall be prepared for each Welsh Council AGM and WCEC meeting. Once the minutes have been approved at the next relevant meeting, the minutes shall be placed on the Ramblers Cymru website, apart from any matters deemed confidential.
- 7 **CONFLICT of INTEREST** – members of WC or WCEC should declare any conflict of interest/loyalty at the beginning of the meeting, or before the start of any particular topic on the agenda.
- 8 **A MOTIONS REVIEW COMMITTEE** will be appointed annually by WCEC, which will consider the motions received in accordance with clauses 6.4 and 6.5.

April 2019