

*As adopted at AGM 21 October 2010*

## **All Year Ramblers**

### **Constitution and Rules**

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### **Constitution**

#### **1. Definitions**

The following expressions shall have the following meanings:

“Annual General Meeting” shall mean the annual meeting specified in paragraph 5.1.

“Club” shall mean All Year Ramblers named in paragraph 2.1.

“Committee” shall mean the Management Committee established by paragraph 4.1.

“Constitution” shall mean this Constitution, with any amendments as shall be made from time to time under paragraph 5.3.

“General Meeting” shall mean either the Annual General Meeting or a Special General Meeting.

“Member” shall mean any person in the categories defined in paragraph 3.1.

“Office-Bearers” shall mean the Chair, Vice-Chair, General Secretary and Treasurer of the Club.

“Rules” shall mean the Rules of the Club appended hereto, with any amendments or additions as shall be made from time to time under paragraph 4.7.

“Special General Meeting” shall mean a meeting called under paragraph 5.4.

#### **2. Name and Objects**

2.1 The name of the Club shall be 'All Year Ramblers'. The principal object for which the Club is established is to organise a programme of weekly walks to enable members to enjoy the countryside. The Club may also organise mid-week and evening walks, weekend and other meets, and other walking, social, and ancillary activities.

2.2 The programme of walks and of other activities shall be publicised in such manner as the Committee shall from time to time determine.

#### **3. Membership**

3.1 There shall be the following categories of membership:

(a) Honorary President. The Club may, on a recommendation from the Committee and with the approval of two-thirds of the members present and entitled to vote at a General Meeting, elect an Honorary President. An Honorary President shall have rendered conspicuous service to the Club and have been a member for not fewer than fifteen years. Only one Honorary President may hold office at any time.

(b) Honorary Life Members. The Club may, on a recommendation from the Committee and with the approval of two-thirds of the members present and entitled to vote at a General Meeting, admit to Honorary Life Membership any member who has rendered significant

service to the Club, or to the pursuit of hill-walking, over a substantial period. There shall be no limit to the number of Honorary Life Members.

(c) Ordinary Members. These shall be individuals aged sixteen years or over whose application for membership has been accepted by the Committee. Admission to membership shall be entirely within the discretion of the Committee. If it is considered appropriate, a maximum number of Ordinary members may be specified from time to time by the members in General Meeting.

3.2 Application for Ordinary membership shall be made in writing in the manner prescribed by the Committee, and shall be signed by the applicant who shall thereby undertake to abide by the Constitution and Rules. The Committee may make such enquiries as it considers appropriate into the suitability of applicants and may, exceptionally, arrange for applicants to be interviewed.

### **3.3 Members take part in the activities of the Club entirely at their own risk.**

3.4 Any member who acts in contravention of the Constitution or Rules of the Club after having been warned by the Committee in writing not to do so, or who shall behave in a manner grossly prejudicial to the interests or reputation of the Club, of which conduct the Committee shall be the sole arbiter, shall be liable to expulsion from the Club. Subject to paragraph 3.5, a decision to expel the member may then be made on a majority vote of three-fourths of the members present and voting at a meeting of Committee.

3.5 A decision to expel a member shall have immediate effect. Appeal against the expulsion may be made to the members in General Meeting by Notice of Motion duly intimated in terms of paragraph 5. Notwithstanding the expulsion, the member expelled shall be entitled to attend such meeting throughout the consideration of the Motion but not otherwise; and may be accompanied by a representative who need not be a member. Both the expelled member and his representative shall be entitled to address the meeting, and shall be entitled to reply to anything said in response.

## **4. Management Committee**

4.1 The management and control of the Club shall be vested in a Management Committee elected by the members in Annual General Meeting. The Committee shall consist of the Chair, Vice-Chair, General Secretary and Treasurer and up to twelve other members. In addition, the Bus Convener and the Conveners of the Walks and Social Sub-Committees shall be members of the Committee *ex officio* if not otherwise members.

4.2 The nomination of a member for election or re-election as an Office Bearer or as a member of Committee, duly proposed and seconded by two members, shall be submitted to the General Secretary not less than twenty-one days before the date of the Annual General Meeting.

4.3 The maximum period of office of an Office Bearer or of a member of Committee elected at an Annual General Meeting shall be three years. Such member may thereafter seek nomination and re-election in the usual manner.

4.4 The Committee shall have the power to appoint sub-committees and to determine their terms of reference, powers and membership, and to discharge such sub-committees. Members of sub-committees need not be members of the Committee.

4.5 The Committee shall have power to co-opt a member of the Club to fill a casual vacancy arising in its number, or to fill a vacancy unfilled at the Annual General Meeting. The period of office of a co-opted member shall be until the next Annual General Meeting.

4.6 Five members of Committee, who may include members co-opted under 4.5 above, shall form a quorum.

4.7 The Committee may, from time to time, make, amend or repeal Rules, not inconsistently with this Constitution, relating *inter alia* to the organisation of the affairs of the Club and to the conduct of members on walks or whilst participating in Club activities. These Rules, amendments and repeals shall be publicised as determined by the Committee from time to time and shall have effect unless and until decided otherwise by the members in General Meeting on a Motion duly submitted.

## **5. General Meetings**

5.1 An Annual General Meeting of members shall be held annually in the month of September or October, the date of which shall be intimated to all members at least one calendar month before the date of such meeting. The business of the Annual General Meeting shall be (a) to receive the reports of the office bearers; (b) to consider the financial accounts and the report of the Auditor; (c) to appoint an Auditor, appearing to the Committee to be appropriately qualified, for the current year; (d) to determine the annual subscription fee for the current year, and the membership and affiliation fees and donations (if any) to be paid to outside bodies; (e) to elect Office Bearers and members of Committee; (f) to consider any Notice of Motion duly submitted; and (g) to consider any other competent business. In the event of the number of nominations for election exceeding the number of positions available, a ballot of those present shall be conducted at the meeting.

5.2 Notice of any Motion to be considered at an Annual General Meeting must be received by the General Secretary, duly proposed and seconded by members, not later than twenty-one days before the date of such Meeting.

5.3 A motion to change the Constitution at a General Meeting shall require the approval of two-thirds of the members present and entitled to vote. Other motions shall require the approval of a simple majority of the members present and voting.

5.4 On a requisition signed by no fewer than twenty members being delivered to the General Secretary, together with a note of the reasons for the requisition and the Notice of Motion(s) to be considered at the meeting, a Special General Meeting shall be called to take place no later than one calendar month from the date of receipt of such requisition. The Committee may itself call a Special General Meeting should it consider this to be necessary for the transaction of any special business.

5.5 Notification of any Notice of Motion to be considered at a General Meeting, and notification of the calling of a Special General Meeting and the reason therefor, shall be sent to each member either (a) by post to his last-known address in time to arrive in the normal course of post not less than ten days before the date of the Meeting; or (b) by electronic means to the member at his last-known electronic address not less than ten days before the date of the Meeting. The failure of any member to receive such notice shall not invalidate the proceedings at such Meeting. The business of a Special General Meeting shall be limited to that stated in the notification calling the meeting.

5.6 Twenty members shall form the quorum at a General Meeting.

5.7 At a General Meeting, the Chair shall have both a deliberative and a casting vote.

5.8 Subject to paragraph 3.5, a member whose subscription is in arrears shall not be entitled to take part in any General Meeting, or in the business therefor, or enjoy any of the privileges of membership.

## **6. Financial**

6.1 The financial year of the Club shall run from 1 August to 31 July. As soon as practicable after the end of the financial year, the Treasurer shall make up the accounts for the financial year just ended, and submit these for audit.

6.2 Annual subscription fees are payable by 31 December. The Treasurer shall report to the Committee the name of any member whose annual subscription is in arrears at that date. Unless the Committee decides otherwise, that person's membership shall be deemed to have been terminated. Such membership may be reinstated on payment of all arrears.

6.3 The Club may pay subscriptions or affiliation fees, or make donations, to bodies or associations established to promote hill-walking, access to the countryside, and other related objects.

6.4 The Club shall be operated on a non-profit making basis and any surplus or gains shall be reinvested in the Club.

## **7. Limitation of Liability**

7.1 Members of the Committee are entitled to be indemnified by the members of the Club against any liabilities properly incurred by them, or any of them, on behalf of the Club. The limit of any individual member's indemnity in this respect shall be a sum equal to one year's subscription at the current rate, unless a higher sum is authorised by the members in General Meeting.

## **8. Distribution of Property**

8.1 If, in the event of the winding-up or dissolution of the Club, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to a charitable organisation or organisations with objects related to the promotion of outdoor activities in Scotland, to be determined by the members of the Club by resolution passed in General Meeting, on a majority of two-thirds of the members present and entitled to vote, at or before the time of the dissolution; and if, and so far as, effect cannot be given to such provision, then to some charitable object, organisation or organisations.

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# **Rules**

**(made under Paragraph 4.7 of the Constitution)**

## Conduct on Walks

1. From time to time, the Club issues guidance as to Conduct on Walks, which members are expected to follow.
2. The nominated leader has overall charge of the walk, and may nominate a Deputy to assist him/her.
3. Leaders are entitled to refuse to take people who are inadequately equipped.
4. Each member is responsible for his/her own safety.
5. Individuals aged under sixteen years are not permitted on walks unless accompanied by a parent, legal guardian or other such responsible adult.
6. Dogs are not permitted on walks.

## Conduct on Buses

7. Alcohol is not permitted on private buses hired by the Club.
8. Smoking is not permitted on private buses hired by the Club
9. Members are reminded that if they are travelling in a minibus, bus or coach, the law requires that they wear a seat belt, if fitted, at all times while the vehicle is in motion.