

The Companies Acts 1985 and 1989

Company limited by guarantee and not having a Share Capital

**Articles of Association of  
The Disabled Ramblers**

**Interpretation**

1. In these articles:

“the Charity” means the company intended to be regulated by these articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means these Articles of Association of the Charity;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the Charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Executive Committee” means the body of the trustees who constitute the directors of the Charity; (each “member of the Executive Committee” serves as a “trustee” of the Charity and each “trustee” serves as a “member of the Executive Committee”);

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **Members**

2. (i) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Articles 62 and 63 shall be members of the Charity.
- (ii) Unless the trustees or the Charity in general meeting shall make other provision under Article 63, the Executive Committee may in their absolute discretion permit any member of the Charity to retire: Provided that after such retirement the number of members is not less than ten.
- (iii) The Charity must maintain a register of members.

## **General meetings**

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held in the month of April in each year or as soon as practicable thereafter. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Executive Committee shall present at each annual general meeting the report and accounts of the Charity for the preceding year.
4. The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **Notice of general meetings**

5. Every annual general meeting shall be called by the Executive Committee. An annual general meeting shall be called by at least twenty-eight clear days' notice. (The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall also specify the meeting as such and invite nominations for the Executive Committee and resolutions. The notice shall be given to all the members and to the trustees.)

At least 10 clear days before the annual general meeting, details of the agenda, nominations and resolutions must be sent to all the members and to the trustees.

All members of the Charity shall be entitled to attend and vote at the meeting.

6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at general meetings**

7. No business shall be transacted at any meeting unless a quorum is present. There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.
8. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Executive Committee may determine.
9. The Chairman, if any, of the Executive Committee or in his absence some other Executive Committee member nominated by the Executive Committee shall preside as chairman of the meeting, but if neither the Chairman nor such other Executive Committee member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Executive Committee members present shall elect one of their number to be chairman and, if there is only one Executive Committee member present and willing to act, he shall be chairman.
10. If no Executive Committee member is willing to act as chairman, or if no Executive Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
11. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
12. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (i) by the Chairman; or
  - (ii) by at least two members having the right to vote at the meeting; or
  - (iii) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  15. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
  16. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
  17. Every matter shall be determined by a majority of votes of the members present and voting on the question. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
  18. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
  19. No notice need to be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **Votes of members**

20. Subject to Article 17, every member shall have one vote.

21. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid.
22. No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.
23. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
24. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

### **The Executive Committee**

25. The Executive Committee shall consist of not less than five members nor more than twelve members who must be members of The Disabled Ramblers; included in this number there will be three honorary officers of Chairman, a Secretary and a Treasurer.
26. The first members of the Executive Committee shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

### **Powers of the Executive Committee**

27. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the Executive Committee who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Executive Committee by the articles and a meeting of the Executive Committee at which a quorum is present may exercise all the powers exercisable by the Executive Committee.

28. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Executive Committee shall have the following powers, namely:
- (i) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sales or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;
  - (ii) to enter into contracts on behalf of the Charity.

### **Appointment and retirement of members of the Executive Committee**

29. One third of the members of the Executive Committee shall retire by rotation at the first, and every subsequent, annual general meeting so that the maximum term of office of a member of the Executive member is three years. If willing to act they may be re-elected or re-appointed.
30. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of a willingness to act in the trusts of the Charity.
31. If the Charity at the annual general meeting at which an officer automatically retires does not fill the vacancy the retiring officer shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the officer is put to the meeting and lost.
32. Nominations for election to the Executive Committee must be made by one or more members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 18 days before the annual general meeting. The person being nominated must confirm in writing that he is content to stand. If the nomination is for one of the three honorary offices, then this must be detailed on the nomination. Should nominations exceed vacancies, election shall be by postal ballot. The completed postal voting forms are to be received by the Secretary 5 days before the date of the annual general meeting. Any which arrive after this date will not be counted.
33. Nobody shall be appointed as a member of the Executive Committee:
- (i) who is under 18 years of age;
  - (ii) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of article 38.
34. Notice shall be given to all persons who are entitled to receive notice of a general meeting of any person:

(i) who is recommended by the Executive Committee for appointment or re-appointment as an Executive Committee member, or

(ii) in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as an Executive Committee member.

The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of trustees. This notice must be given not less than 10 clear days before the date appointed for holding a general meeting.

35. The Executive Committee may appoint a person who is willing to act as an Executive Committee member to fill a vacancy. An Executive Committee member so appointed shall hold office only until the next following annual general meeting.
36. The Executive Committee may appoint not more than five co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special or ordinary meeting of the Executive Committee called under clause 42 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
37. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by failure to appoint or any defect in the appointment or qualification of a member.

#### **Disqualification and removal of members of the Executive Committee**

38. A member of the Executive Committee shall cease to hold office if he/she:
- (i) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (iii) resigns his office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect);
- (iv) is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated.

#### **Executive Committee Members' expenses**

39. The Executive Committee members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of Executive Committee members or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

#### **Executive Committee Members' appointments**

40. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Executive Committee members may appoint one or more of their number to any unremunerated executive office under the Charity, with the exception of posts of officers defined under Clause 25 above. Any such appointment may be made upon such terms as the Executive Committee members determine. Any appointment of an Executive Committee member to an executive office shall terminate if he/she ceases to be an Executive Committee member.
41. Except to the extent permitted by clause 5 of the memorandum, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

#### **Proceedings of the Executive Committee**

42. The Executive Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member not less than 21 days' notice must be given.
43. The Chairman shall act as chairman at the meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
44. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Memorandum and Articles of Association.
45. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
46. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

47. The Executive Committee may act notwithstanding any vacancies in their number, but, if the number of Executive Committee members is less than the number fixed as the quorum, the continuing Executive Committee members may act only for the purpose of filling vacancies or of calling a general meeting.
48. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: Provided that all acts proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
49. All acts done by a meeting of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Executive Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be an Executive Committee member and had been entitled to vote.
50. A resolution in writing, signed by all members of the Executive Committee shall be as valid and effective as if it had been passed at a meeting of the Executive Committee. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Executive Committee.
51. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

### **Minutes**

52. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee, (the minutes to include (a) all appointments of officers made by the members of the Executive Committee and (b) the names of the Executive Committee who attend the meeting).

### **The Seal**

53. The seal shall only be used by the authority of the Executive Committee or an Executive Committee member authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by an Executive Committee member and by the Secretary or by a second Executive Committee member.

## **Accounts**

54. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## **Annual Report**

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **Annual Return**

56. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **Notices**

57. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.
58. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
59. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
60. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **Indemnity**

61. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him

by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **Rules**

62. The Executive Committee may from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity. Such rules may govern:
- (i) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
  - (ii) the procedure at general meetings and meetings of the Executive Committee, in so far as such procedure is not regulated by the articles;
  - (iii) The admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (iv) generally, all such matters as are commonly the subject matter of company rules.
63. Membership of the Charity shall be open to any person interested in furthering the Objects and who has paid the annual Group subscription laid down from time to time by the Executive Committee.
64. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
65. The Charity in general meeting shall have power to alter, add to or repeal the rules or byelaws. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. Any change must be passed by not less than two thirds of the members present and voting at a general meeting: Provided that no rule or byelaw shall be inconsistent with anything contained in the memorandum or the articles.
66. No amendment may be made to the Memorandum clauses 1 (the name of the Charity clause), to 3 (the objects clause), or to 8 (the dissolution clause), or to the Articles clauses 41 (Executive Committee members not to be personally interested), or clause 62,63,64 (the membership clauses), or this clause without the prior consent in writing of the Commissioners.
67. No amendments may be made which would have the effect of making the Charity cease to be a Charity at law.

68. The Executive Committee should promptly send to the Commissioners a copy of any amendments made under clauses 65 and 66.