

THE RAMBLERS' ASSOCIATION EAST DORSET GROUP

CONSTITUTION REVISED 2008

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association, a company limited by guarantee, registered in England and Wales (company registration number: 4458492; registered charity in England and Wales number: 1093577), being a Local Group as defined in Clause 6.1 of the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, East Dorset Group", and it shall be within the Association's Dorset Area. The above bodies are hereafter referred to as "the Association" and "the Group", and "the Area".

2. OBJECTIVES

The objectives of the Group are to further within its territory (see succeeding clause) the objectives of the Association in such ways as the Area governing body may from time to time decide and subject to the overriding control of the Board of Trustees.

3. TERRITORY

The Group shall function in the Purbeck and East Dorset Districts and the Boroughs of Poole, Bournemouth and Christchurch or such other territory as may be agreed with the governing body of the Area from time to time.

4. MEMBERSHIP

Membership of the Group shall consist of all such individual members of the Area as are allocated to the Group by the Board of Trustees in accordance with the Association's Memorandum and Articles of Association and standing orders.

5. RELATIONS WITH THE AREA AND THE ASSOCIATION

The Group shall act in agreement with the Area Council and the Board of Trustees of the Association, as laid down in Clause 6 of the Association's Articles of Association.

6. MANAGEMENT

- (i) Subject to the directions of any Group Annual or Special General Meeting as to the exercise of its powers, the management and control of the Group shall be vested in a Committee which shall consist of the Honorary Officers and as many members of the Group as the Annual General Meeting shall from time to time decide, subject to a minimum overall membership of five. All members of the Committee shall retire at the Annual General Meeting, but shall be eligible for re-election.
- (ii) The Committee shall decide when and where it shall meet.
- (iii) At least five members of the Committee shall be required to form a quorum, at least two of which shall be elected Honorary Officers including the Chairman or Secretary.
- (iv) The Committee shall have the power to co-opt up to three additional members.
- (v) The Committee shall have the power to fill any vacancies which may arise.
- (vi) The Committee shall receive regular reports from any sub-committee established under Clause 8.
- (vii) The Committee shall report regularly to the Area Council.

- (viii) A special meeting of the Committee shall be called by the Secretary as soon as practicable on request of the Chairman or not less than four members of the Committee.

7. OFFICERS

- (i) The Honorary Officers of the Group shall be the Chairman, Treasurer, Secretary and such other officers as the Committee shall from time to time determine. The Honorary Officers shall be elected at the Annual General Meeting.
- (ii) The officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election.
- (iii) The Committee shall have the power to fill vacancies. Officers thus appointed shall retire at the next Annual General Meeting but shall be eligible for re-election.

8. SUB-COMMITTEES

The Committee shall have the power to appoint sub-committees and to determine their powers and terms of reference.

9. RESIGNATION OR RETIREMENT

Any member of the Committee shall vacate his/her office if:

- (i) He/she gives notice of intention to resign.
- (ii) He/she fails to attend three consecutive meetings of the Committee as may be convened unless the failure to attend was due to some reason approved by the Committee.

10. ANNUAL GENERAL MEETING

In the first quarter of each financial year the Committee shall convene an Annual General Meeting of the Group, of which not less than 14 days notice shall be given in writing to each member of the Group, and which all members of the Group shall be entitled to attend, to:

- (i) Consider the Annual Report of the Committee.
- (ii) Consider the Group 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 certificate.
- (iii) Elect the Honorary Officers.
- (iv) Elect the Committee.
- (v) Appoint representatives to the governing body of the Area.
- (vi) Appoint an independent examiner.
- (vii) All nominations for election or re-election at the Annual General meeting shall be submitted to the Secretary not less than 90 days before the meeting. A nomination shall include the names of the proposer and seconder and the nominee's agreement to stand. Later nominations may be accepted at the discretion of the Committee. All persons nominated must be members of the Group and must be named in the notice of the meeting sent to members. Proposers and seconds must also be members of the Group. In the event of insufficient nominations being received, further nominations may be taken at the Annual General Meeting.

- (viii) Discuss and consider motions, notice of which shall have been given in writing to the Secretary not less than 90 days before the meeting. The notice shall include the names of the proposer and seconder who must be members of the Group. The terms of any motion shall be included in the notice of the meeting sent to all members.
- (ix) Vote on any proposal to amend this Constitution in accordance with Clause 15 hereof.

11. **SPECIAL GENERAL MEETING**

The Chairman or Secretary may at any time and shall within 42 days of receiving a request to do so, signed by not less than one twentieth of the members of the Group with a minimum of ten members, and giving reasons for the request, call a Special General Meeting, of which fourteen days notice in writing shall be given to all members of the Group. 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.

12. **FINANCE**

- (i) All monies raised by and on behalf of the Group including any funding received from the Area shall be applied in furtherance of the objectives of the Association.
- (ii) The Honorary Treasurer shall keep proper financial records and shall report regularly to the Committee. If required by the Area, he/she shall be responsible for the preparation annually of Group 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 for their submission to the Group's independent examiner. The Committee shall have the power to place a limit on the payment of expenses incurred by members of the Group.
- (iii) All accounts in the name of the Group shall be opened at such Bank as the Board of Trustees may 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 Group Committee. 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 Group and to the Area Treasurer.

13. **PROPERTY**

The Secretary shall maintain a list of the assets of the Group.

14. **DISSOLUTION**

If, in the event of the dissolution of the Group, confirmed by a majority of those present and voting at a General Meeting of the Group, there remains after the satisfaction of its debts and liabilities any property whatever, it shall be transferred to the Area.

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, subject to prior approval by the Area governing body, at any General Meeting of the Group, in accordance with the approval of a two-thirds majority of members present and voting.
- (ii) Any proposal for such alteration must be delivered in writing to the Secretary of the Group not less than 90 days before the Annual General Meeting of the Group at which it is to be discussed, or included with the request for a Special General

Meeting as in clause 11 above. Not less than 14 days notice of the meeting, giving the terms of the proposed alterations shall be given in writing to all members of the Group.

16. PROCEDURE

- (i) All questions arising at a Committee meeting shall be decided by a majority of those present and voting at such a 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.
- (ii) All questions arising at an Annual General Meeting or a Special General Meeting, excepting those affecting alterations to the constitution in accordance with clause 15 above, 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.
- (iii) All votes at the AGM shall be taken in a manner decided by the Chairman of the meeting.
- (iv) The Secretary shall keep a permanent record of the proceedings of all General and Committee meetings.
- (v) A person nominated by any sub-committee shall keep a permanent record of the proceedings of such sub-committee.
- (vi) A copy of the minutes of any sub-committee shall be submitted to the next available meeting of the Group Committee.

17. NOTICE

The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Group, its Committee or any sub-committee.

ANNEXE TO CONSTITUTION

This annexe does not form part of the Constitution but gives precision to those parts of the Constitution which permit changes to be made from time to time.

Clause 6 Urgent decisions to be taken between Committee meetings shall be made by at least three honorary officers, one of whom should either be the Chairman or the Secretary. Such urgent decisions should be immediately conveyed to other Committee Members and formally reported at the next Committee Meeting.

Clause 7(i) The other Honorary Officers should be the Membership Secretary, Publicity Officer, Newsletter Editor, Footpath and Countryside Co-ordinator, Programme Co-ordinator, Social Secretary, Leaders' Co-ordinator and Area Council Representative.

Clause 7(i) The following officers should also be elected but will not be members of the Committee:

- a. A Footpath Secretary for each local Authority district in the Group's territory. Such officers to report to the Committee via the Footpath and Countryside Co-ordinator.*
- b. A Distribution Co-ordinator who shall report via the Programme Co-ordinator.*