

# **RAMBLERS**

## **Ramblers, West Kent Walking and Outdoor Group**

### **Constitution**

#### **1. NAME AND DEFINITION.**

The organisation is a part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England and Wales number 4458492) 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, West Kent Walking and Outdoor Group", and it shall be within the Association's Kent Area. The above bodies are hereinafter referred to as, the "Association", the "Group" and "the Area".

#### **2. OBJECTS.**

The objects of the Group are to further within the territory specified in the succeeding clause the objects of the Association in such way 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 West Kent 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 WITH 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.**

(a) Subject to the directions of any 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 meeting shall from time to time decide, with a minimum of three members. All members shall retire annually, but shall be eligible for re-election.

(b) The Committee shall decide when and where it shall meet.

(c) One half of the members shall form a quorum.

- (d) The Committee shall have the power to co-opt up to three additional members.
- (e) The Committee shall have power to fill vacancies and to appoint substitutes when appointed representatives are unavailable.
- (f) The Committee shall report regularly to the Area Council.
- (g) A Special Meeting of the Committee shall be called by the Secretary as soon as may be on request of the Chairman or of not less than one third of the members of the Committee.

#### 7. OFFICERS.

- (a) The Honorary Officers of the Group shall be at least a Chairman, a Treasurer and a Secretary, and such other officers as the Group in General Meeting may determine, to be elected at the Annual Meeting.
- (b) They shall retire at the Annual General Meeting following their election or co-option, but shall be eligible for re-election.

#### 8. SUB-COMMITTEES.

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

#### 9. VOTING.

All questions arising at any meeting, except those affecting the Constitution, shall be decided by a simple majority vote of those present and voting. No member shall exercise more than one vote, except that in the case of equality of votes the Chairman shall have a second or casting vote.

#### 10. RESIGNATION OR RETIREMENT.

Any member of the committee shall vacate his/her office if he/she gives notice of his/her intention to resign and his/her resignation is accepted, or if he/she fails to attend three consecutive meetings of the Committee unless the reason for failure to attend was approved by the Committee.

#### 11. ANNUAL GENERAL MEETING.

The Committee shall convene an Annual General Meeting of the Group in the final quarter of each year of which fourteen days' notice shall be given to each member of the Group, and which all members of the Group shall be entitled to attend, to:

- (a) Receive the Annual Report of the Committee,
- (b) Appoint the Honorary Officers,
- (c) Elect the Committee,
- (d) Appoint an independent auditor or examiner,
- (e) Discuss and consider motions, notice of which shall have been given in writing to the Secretary,
- (f) Vote on any proposals to amend this Constitution in accordance with clause 16,
- (g) Appoint representatives to the Area Council.

## 12. SPECIAL GENERAL MEETING.

The Chairman or the Secretary may at any time, and shall within 21 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. Fourteen days' notice of the meeting shall be given. The notice of the meeting shall give notice of the matters to be discussed and the terms of any motions which it is intended to move.

## 13. FINANCE.

(a) All monies raised by and on behalf of the Group including any funding received from the Area shall be applied in furtherance of the objects of the Association.

(b) 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 of the annual budget for the Group and its submission to the Area Treasurer for approval. He/she shall also be responsible for the preparation annually of Group income and expenditure accounts for the preceding financial year, a balance sheet showing the assets and liabilities at the end of that year, and for their further submission to the Group's auditor or independent examiner.

(c) All accounts in the name of the Group shall be opened at such Bank as the Committee and 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 by at least one other member of the Group Committee or member of the Group 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.

(d) The auditor's or independent examiner's report shall be addressed to members of the Group and to the Area Treasurer.

## 14. RECORDS.

The Secretary shall keep a record of all General Meetings and meetings of the Committee. All Sub-committees shall report to the Committee.

## 15\* DISSOLUTION

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

## 16\* ALTERATIONS TO THE CONSTITUTION

(a) Insofar as any alteration or amendment is not inconsistent with the Association's Memorandum and Articles of Association and standing orders, this constitution shall be amended subject to approval by the Area governing body, at any general Meeting, in accordance with the approval of a two-thirds majority of members present and voting, but those clauses marked with an asterisk may not be altered without the permission of the Area Council.

(b) Any proposal for such alteration must be delivered in writing to the Secretary of the Group not less than twenty eight days before the meeting of the Group at which it is to be discussed, and not less than fourteen days' notice of this meeting, giving the terms of the proposed alteration, shall be given to members of the Group.

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 at any meeting of the Group or any committee.

18. A copy of the Constitution shall be available to all members.

DATE 14/10/2017