

THE RAMBLERS' ASSOCIATION KENT AREA

CONSTITUTION AS AMENDED AT THE AGM HELD ON 4 FEBRUARY 2017

1. NAME

The name of the organisation shall be 'The Ramblers' Association, Kent Area.'

2. OBJECTS

The objects of the Area are to carry out within the territory specified in the succeeding clause the objects of the Association, taking account of any changes decided from time to time by the General Council or the Board of Trustees.

3. TERRITORY

The territory in which the Area shall function is the County of Kent, the Medway Council Area and London Boroughs of Bexley and Bromley or such other area as may be agreed with the General Council from time to time.

4. MEMBERSHIP

(i) Membership of the Area shall consist of:

- a) All individual members of the Association resident in the territory of the Area and such other members (not resident in the Area) who signify their desire to be enrolled on the Area register of members;
- b) Local organisations being affiliated clubs and kindred societies carrying out their activities partly or wholly in the territory specified in clause 3;

(ii) If the Area Council consider any membership should be terminated it shall so recommend to the Board of Trustees who shall give a ruling in accordance with their powers.

5. LOCAL GROUPS

The Area may establish a local Group in any part of its territory, for the purpose of furthering the objects of the Association in such ways as the Area may from time to time decide. A local Group shall adopt a constitution which is in accord with the model constitution for local Groups prepared by the Association and for this purpose shall submit a copy of its proposed constitution for the approval of the Area Council.

6. MANAGEMENT

(i) Subject to the directions of any Annual or Special General Meeting as to the exercise of its powers, the management and control of the Area shall be vested in an Area Council comprising:

- a) Not more than five representatives of individual members elected annually. All retiring members shall be eligible for re-election.
- b) Not more than five representatives from local organisations which are affiliated to the RA, elected annually from nominations made by those organisations.
- c) The Area Honorary officers.
- d) Two representatives of each local group, appointed by the Group.

(ii) AREA COUNCIL

- a) The Area Council shall decide when and where it shall meet.
- b) Seven members shall form a quorum.
- c) It shall have power to co-opt additional members.
- d) It shall have power to fill any vacancies which may arise among the representatives of individual members.
- e) It shall receive regular reports of the activities of any local Group established under Clause 6.

- f) It may delegate to the Officers any of its powers and duties as laid down in this Constitution.
- g) A special meeting of the committee shall be called by the Secretary as soon as may be on the request of the Chairman or of not less than five members of the Area Council.
- i) It shall meet normally at least once in every three months.
- i) It shall appoint such Assistant Secretaries as it shall deem necessary and determine their terms of reference.
- j) The Area Chairman shall be Chairman of the Area Council.

7. OFFICERS

- (i) The honorary officers of the Area shall be as follows:

President, Chairman, Two Vice Chairmen, Treasurer, Secretary and such other officers as the Area Council shall from time to time determine, to be elected at the Annual Meeting.

- (ii) All the above officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election.
- (iii) The Area Council shall have power to fill vacancies.

8. SUB COMMITTEES

The Area Council shall have power to appoint such sub-committees as it may from time to time decide and may determine their powers and terms of reference.

9. PROCEDURE AT ALL MEETINGS

- (i) Voting: All questions arising at any meeting, excepting those affecting alterations to the Constitution, shall be decided by a majority of members 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.
- (ii) Minutes: The appropriate Secretary shall keep a Minute Book and enter therein a record of the proceedings of all General Meetings and Committees.

10. RESIGNATION OR RETIREMENT FROM AREA COUNCIL AND SUB COMMITTEE

Any member of the Area Council or any member of a sub-committee shall vacate his office if:

- (a) he gives notice of his resignation;
- (b) he fails to attend three consecutive meetings of the Area Council or sub-committee unless the failure to attend was due to some reason approved by the Area Council or sub-committee of which he is a member.

11. ANNUAL GENERAL MEETING

The Area Council shall hold an Annual General Meeting of the Area not later than five months after the end of the financial year. In any event the Annual General Meeting shall be held before the last date for submission of ordinary motions to General Council, as will be advised from time to time. Fourteen days' notice of the Annual General Meeting shall be given to each member of the Area. Notice shall be deemed to have been given to a member if placed on the Area web site provided that notice shall also be sent by either email or post to any member who has requested this in writing (which shall include a request by email) not later than 31 December following the end of the financial year. Each individual member of the Area and one representative of each affiliated local organisation in membership of the Area (see Clause 4) shall be entitled to attend and vote. The meeting shall:

- (a) Receive the Annual Report of the Area Council and the audited statement of accounts for the previous year;
- (b) Appoint Honorary Area Officers;
- (c) Elect representatives of individual members and affiliated local organisations to serve on the Area Council;
- (d) Appoint as auditor or auditors qualified or other competent person(s);
- (e) Discuss and consider motions notice of which shall have been given in writing to the Secretary not less than 28 days before the meeting;

- (f) Make recommendations to the Area Council or any local Group of the Area or consider motions for submission to the next Annual Meeting of the General Council of the Association (if so desired);
- (g) Vote on any proposals to amend this constitution in accordance with clause 17 thereof.

12. SPECIAL GENERAL MEETING

The Chairman of the Area Council or the Secretary may at any time at his discretion call a Special General Meeting. A Special General Meeting shall also be held within 28 days of the Secretary receiving a request to call such a meeting, signed by not less than 30 members, and giving reasons for the request. The notice of the meeting which shall contain notice of the matters to be discussed and the terms of any motion which it is intended to move, shall be sent to all members at least 14 days before the meetings.

13. FINANCE

- (i) All monies raised by and on behalf of the Area shall be applied in furtherance of the objects of the Association.
- (ii) The Hon Treasurer shall keep proper financial accounts and shall keep the Area Council informed as to the position.
- (iii) All accounts in the name of the Area shall be opened at such Bank as the Board of Trustees shall 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 Area Council. To enable petty cash expenses to be paid, an advance shall be made to the Honorary Treasurer when necessary.

14. DISSOLUTION

If the Area Council by a simple majority at any time decides that is impossible or undesirable to continue as an Area, it shall notify the Board of Trustees and convene a Special General Meeting of all members of which not less than 14 days notice shall be given. If this decision is confirmed by a majority of those members present and voting at such meeting, the Board of Trustees shall be informed forthwith and be asked to take such steps as may be necessary to continue the activities of the Association in the Area.

If, in the event of the dissolution of the Area, there remains after the satisfaction of its debts and liabilities any property whatsoever the same shall be transferred to the General Council of the Association.

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 Board of Trustees, at any General Meeting, 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 Area not less than twenty-eight days before the meeting of the Area 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 the members of the Area.

16. NOTICE

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

Original approved 16 February 1985

Revised to 1st July 1996, 7th February 1998, 21st February 2004, 2 February 2008, 2 February 2013 and 4 February 2017