

THE RAMBLERS' ASSOCIATION (SUFFOLK AREA) - CONSTITUTION

1. NAME AND DEFINITION

The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England & Wales number 4458492), being an Area as defined in Clause 12.1 of the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association, Suffolk Area". The above bodies are hereafter referred to as "the Association" and "the Area".

2. OBJECTS

The objects of the Area are to carry out within its territory (see 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 Administrative County of Suffolk or such other territory as may from time to time be determined by the Board of Trustees in consultation with the Area and its neighbours.

4. MEMBERSHIP

Membership of the Area shall consist of:

- (i) All such individual members of the Association as are allocated to the Area by the Board of Trustees in accordance with the Association's Memorandum and Articles of Association and standing orders.
- (ii) Local organisations being affiliated clubs and kindred societies carrying out their activities partly or wholly in the territory specified in clause 3; such organisations to be allocated to the Area by the Board of Trustees in accordance with the Association's Memorandum and Articles of Association and standing orders.

If the Area Council consider any membership should be terminated it shall so recommend to the Board of Trustees which shall give a ruling in accordance with its 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 substantially 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 prior approval of the Area Council. Any amendments to a Local Group constitution are also subject to the prior 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 which shall consist of:
 - (a) the Area Honorary officers;
 - (b) up to two representatives of each Local Group;
 - (c) up to two representatives of individual members;
 - (d) one representative (if desired) to represent all of the affiliated local organisations.

The total number of representatives of Local Groups shall be greater than the total number of representatives of individual members and representatives of affiliated local organisations combined.

- (ii) The Area Council shall decide when and where it shall meet.
- (iii) seven members shall form a quorum.
- (iv) It shall have power to co-opt up to three additional members
- (v) It shall have power to fill any vacancies which may arise among the representatives of individual members or affiliated local organisations.
- (vi) It shall receive minutes and regular reports from any Sub-committee established under clause 8.
- (vii) It shall receive regular reports of the activities of any Local Group established under clause 5.
- (viii) A special meeting of the Area Council shall be called by the Secretary as soon as may be on the request of the Chair or of not less than five members of the Area Council.

7. HONORARY OFFICERS

- (i) The Honorary Officers of the Area shall be as follows:
Chair, Vice Chair, Treasurer, Secretary, Area Footpaths Secretary and such other officers as the Area Council shall from time to time determine, to be elected at the Annual General 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.
- (iv) The Area Council shall appoint from its own number at its first meeting following the Annual General Meeting a Vice Chair to serve until the next Annual General Meeting.

8. SUB-COMMITTEES

The Area Council shall have power to appoint such sub-committees (including the Area Footpaths Sub-Committee constituted in accordance with Clause 14) as it may from time to time decide and may determine their powers and terms of reference. The Area Council shall have power to co-opt up to three additional members to a Sub-Committee who may or may not be members of Area Council. All Area Honorary Officers shall be entitled to attend the meetings of any Sub-committee.

9. PROCEDURE AT ALL MEETINGS

Voting

All questions arising at any meeting, excepting those affecting alterations to the Constitution, 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 Chair shall have a second or casting vote.

Minutes:

The appropriate Secretary shall keep Minutes comprising a record of the proceedings of all General Meetings, Council and Sub-committee meetings.

10. RESIGNATION OR RETIREMENT FROM AREA COUNCIL OR SUB-COMMITTEES

Any elected member of the Council or any member of a Sub-committee shall vacate his/her office if:

- (i) He/she gives notice of his intention to resign and his/her resignation is accepted;
- (ii) He/she fails to attend three consecutive meetings of the Council or Sub-committee unless the failure to attend was due to some reason approved by the Council or Sub-committee of which he/she is a member, or
- (iii) being a member of a Sub-committee, other than a co-opted member, he/she ceases to be a member of the Area Council

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 should 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.

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:

- (i) Consider the Annual Report of the Area Council;
- (ii) Consider the Area 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 report;
- (iii) Appoint Honorary Area Officers other than the Vice-Chair (see clause 7(iv));
- (iv) Elect representatives of individual members (if desired) to serve on the Area Council;
- (v) Elect a representatives to represent all of the affiliated local organisations to serve on the Area Council;
- (vi) Appoint representatives to General Council failing which such representatives may be appointed by Area Council;
- (vii) Appoint as independent examiner a qualified or other competent person;

- (viii) Discuss and consider motions notice of which shall have been given in writing to the Secretary;
- (ix) 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);
- (x) Vote on any proposals to amend this constitution in accordance with clause 16 thereof.

12. SPECIAL GENERAL MEETINGS OF THE AREA

The Chair of the Area Council or the Secretary may at any time at his/her discretion call a Special General Meeting. A Special General Meeting shall also be called within 21 days of receiving a request to do so, signed by not less than 20 members, and giving reasons for the request to call a Special General Meeting. Not less than 14 days notice shall be given of such a meeting. 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. Each individual member of the Area and one representative of each affiliated local organisation in the Area (see clause 4) shall be entitled to attend and vote.

13. FINANCE

- (i) All monies raised by and on behalf of the Area including funding received from the Association under the provisions of the Association's standing orders shall be applied in furtherance of the objects of the Association.
- (ii) The Honorary Treasurer shall keep proper financial records and shall report regularly to the Area Council. He/she shall be responsible for the preparation of the annual budget for the Area and its submission to the Board of Trustees for approval. He/she shall also be responsible for the preparation annually of Area income and expenditure accounts for the preceding Association financial year and a balance sheet showing the assets and liabilities at the end of that year, and for their submission to the Area's independent examiner.
- (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.
- (iv) The independent examiner's report shall be addressed to the members of the Area and to the Board of Trustees.

14. FOOTPATHS SECRETARIES

- (i) The Area Footpaths Secretary, (AFPS), and the Group Footpaths Secretaries, (GFPSs), are the only persons authorised to comment formally on matters relating to the rights of way, (RoW), work in the Area. The AFPS shall be elected at the Area AGM, or be appointed by Area Council. GFPSs shall be appointed by their Groups. A Group may appoint more than one GFPS and apportion parts of its territory between them. Groups may make arrangements of their RoW work to be administered by the GFPS of a neighbouring Group where convenient and /or appropriate, by mutual agreement.
- (ii) The Area Footpaths Secretary and the Group Footpaths Secretaries shall carry out their activities in accordance with the Ramblers' current policies, procedures and guidance, and any other instructions issued by Ramblers' staff, supplemented by Area guidance and codes of practice issued by, or with the approval of the Area Council.

(iii) In line with the above, the Area Footpaths secretary shall:

- endeavour to ensure that the whole of the Area's territory is covered by Group Footpaths Secretaries and that the appropriate local authorities are aware of the identities of those secretaries and where to contact them
- endeavour to ensure that Group Footpaths Secretaries receive all appropriate papers and circulars relating to rights of way work as are available from time to time
- act as adviser to the Group Footpaths Secretaries on Ramblers' policy and on any local authority activities which may affect rights of way
- convene in accordance with Clause 8 an Area Footpaths Sub-Committee of which all Group Footpaths Secretaries shall be members

15. DISSOLUTION

If the Area Council at any time resolves that it is impossible or undesirable to continue as an Area, it shall notify the Board of Trustees and convene a Special General Meeting of the Area. If this meeting resolves that the Area be dissolved, 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 territory previously covered by 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.

16. 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.

17. 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 General Meeting of the Area, at the Area Council or at any Sub-committee.