

THE RAMBLERS' ASSOCIATION
AVON AREA

(As amended in accordance with motions passed at General Council 2007
and agreed at the Avon Area AGM 2008)

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 5.1 of the Association's Articles of Association. The name of the organisation shall be "The Ramblers' Association Avon 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 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 Area shall function is within the Unitary Authorities of Bath & North East Somerset, Bristol and South Gloucestershire 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 individual members of the Association as are allocated to the Area by the Board of Trustees in accordance with the Association Memorandum and Articles of Association and standing orders
- ii. Local organisations being affiliated and kindred societies carrying out their activities partly or wholly in the territory specified in Clause 3; such organizations to be allocated to the Area by the Board of Trustees in accordance with the Association Memorandum and Articles of Association and standing orders.

If the Area Council considers any membership should be terminated it shall so recommend to the Board of Trustees, which 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 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 a Council which shall consist of:
 - a) The Area Honorary Officers
 - b) Not less than three Representatives of each Local Group of which three are eligible to vote. The total number of representatives of local Groups shall be greater than the total number of representatives of individual members and representatives of local affiliated organisations combined
 - c) Four Representatives of individual members. All retiring members shall be eligible for re-election.
 - d) One Representative of each affiliated organisation
- ii. The Area Council shall decide when and where it shall meet which shall be at least four times a year
- iii. Six members shall form a quorum of whom at least one shall be a member of Area Executive Committee
- iv. It shall have power to co-opt two new members
- v. It shall have the power to fill any vacancies which may arise among representatives of individual members
- vi. It shall receive minutes and regular reports from any Subcommittee established under clause 9
- vii. It shall receive regular reports of the activities and finances of any Local Group established under Clause 5 on a quarterly basis
- viii. It may delegate to the Area Executive Committee any of its powers and duties as laid down in this Constitution
- ix. A Special Meeting of the Area Council shall be called by the Secretary on the request of the Chairman or of not less than five members of Council in accordance with the time scales set out in section 13

- x. The Area Secretary shall maintain a diary of Area Committee Meetings (AGM, Area Council, Area Executive), which shall be distributed to all members of the Area Council whenever it is revised

7 Honorary Officers

The Honorary Officers of the Area shall be as follows:

President, Vice Presidents, Chairman, Vice Chairman, Treasurer, Secretary and such other Officers as the Council shall from time to time determine to be elected at the Area Annual General Meeting

- i. All the above Officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election. The AGM shall, normally, be chaired throughout by the out going chairman
- ii. The Area Council shall have power to fill vacancies.
- iii. The Area Council may from time to time appoint and dismiss any necessary paid Officers, but it may do so only (a) with the prior written approval of the Board of Trustees and (b) in accordance with any instructions issued by the Board of Trustees

8 The Area Executive Committee

- i. The Area Council may appoint an Area Executive Committee
- ii. Unless otherwise agreed to by the Area Council, the Area Executive Committee shall consist of the Chairman, Secretary and Treasurer and such others as the Area Council shall determine
- iii. The Area Executive committee shall meet as required, 3 members shall form a quorum.
- iv. The Area Executive Committee shall have power to co-opt two members in addition, who may or may not be members of the Council
- v. The Area Chairman shall be Chairman of the Area Executive Committee

9 Sub Committees

The Area Executive Committee 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. The Area Council shall have the power to co-opt additional members to a Sub-Committee who may or may not be members of Area Council. All honorary Officers shall be entitled to attend the meetings of any Sub-committee

10 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 those present and voting at such

meetings. 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 file and keep therein a record of the proceedings of all General Meetings, Council and Sub-committee meetings

11 Resignation or Retirement from Area Council and Sub Committees

Any elected member of the Council or any member of a Sub Committee shall vacate their office if:

- a) He/she gives notice of his/her intention to resign and his/her resignation is accepted;
- b) He/she 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/she is a member, or
- c) Being a member of a Sub Committee other than a co-opted member, he/she cease to be a member of the Area Council

12 Annual General Meeting

The Area Council shall, not later than five months after the end of the Association financial year, hold an Annual General Meeting of the Area. 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. Not less than 14 days notice 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 vote. The meeting shall:

- a) Consider the Annual Report of the Area Council
- b) 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;
- c) Appoint Honorary Area officers
- d) Appoint an Independent Examiner(s) qualified or other competent person(s)
- e) Elect Representatives of Individual Members to serve on the Area council.
- f) Discuss and consider motions, of which 14 days notice shall have been given in writing to the Secretary

- g) 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
- h) Vote on any proposals to amend this Constitution in accordance with Clause 16 thereof
- i) Elect Delegates to General Council

13 Special General Meeting of the Area

The Chairman of the Council or the Secretary may at any time at their discretion call a Special General Meeting. A Special General Meeting shall also be called within twenty-one days of receiving a request to do so, signed by not less than twenty 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.

14 Finance

- i. All monies raised by and on behalf of the Area and its local Groups 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 Honorary Officers as decided by the Area Council. To enable 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.

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 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

In so far as any alteration or amendment is consistent with the Association Memorandum and Articles of Associations and Standing Orders, this Constitution may be amended subject to prior approval by the Board of Trustees, at any of their General Meetings in accordance with the approval of a two-thirds majority of members present and voting

- i. 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 a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Area, the Area Council or any Sub-committee.

Registered Charity number 1093577. Part of the Ramblers' Association, Company Limited by Guarantee, Registration Number 4458492