

THE RAMBLERS' ASSOCIATION WIRRAL GROUP

CONSTITUTION

(January 2020)

THE RAMBLERS' ASSOCIATION (WIRRAL GROUP)

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 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, Wirral Group", and it shall be within the Association's Merseyside and West Cheshire Area. The above bodies are hereafter referred to as "the Association", "the Group", and "the Area".

2. OBJECTS

The objects of the Group are to further within its territory (see succeeding clause) the objects 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 Wirral Metropolitan Borough 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 RA'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 RA'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 Meeting shall from time to time decide, subject to a minimum overall membership of five. All members shall retire annually but shall be eligible for re-election.
- (ii) The Committee shall decide when and where it shall meet.

- (iii) Five members shall form a quorum of whom two shall be Honorary Officers. In the absence of the Chair, the vice-Chair shall ordinarily deputise for the Chair, unless he/she too is unavailable. In this latter circumstance, a Chair for the meeting shall be appointed, who shall fulfill the duties which would otherwise be discharged by the Chair or vice-Chair.
- (iv) The Committee shall have power to co-opt up to two additional members.
- (v) The Committee shall have power to fill casual vacancies.
- (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 may be on the request of the Chairman or of not less than five members of the Committee.
- (ix) The Committee shall be the sole authorised body delegated by the Group's AGM, and any complaints of conduct against other Group members must be in writing or email to the Secretary or Chair. The Committee will deliberate the content of the complaint and any decision by the Committee will be conveyed to the member in writing by the Secretary/Chair.

7. **OFFICERS**

- (i) The Honorary Officers of the Group shall be a Chair, a Treasurer, a Secretary and such other officers as the Group in General Meeting may determine, to be elected at the Annual Meeting.
- (ii) They shall retire at the Annual Meeting following their election but shall be eligible for re-election.
- (iii) The Committee shall have power to fill vacancies.

8. **SUB-COMMITTEES**

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

9. **PROCEDURE AT ALL MEETINGS**

Voting

All questions arising at any meeting, excepting those affecting alterations to the Constitution, shall be decided by a simple 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 Secretary (or deputy) shall keep Minutes comprising a record of the proceedings of all meetings.

10. **RESIGNATION OR RETIREMENT**

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

- (i) he/she gives notice of his/her 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.

11. **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 fourteen 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) Appoint the Honorary Officers.
- (iv) Elect the Committee.
- (v) Appoint two representatives to the governing body of the Area.
- (vi) Appoint an independent examiner or examiners.
- (vii) Discuss and consider motions, notice of which shall have been given in writing to the Secretary.
- (viii) Vote on any proposals to amend this constitution in accordance with clause 15 hereof.

12. **SPECIAL GENERAL MEETING OF THE GROUP**

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 a minimum of twenty members of the Group, and giving reasons for the request, call a Special General Meeting, of which fourteen days' notice shall be given. The notice of the meeting shall contain notice of the matters to be discussed and the terms of any motions which it is intended to move.

13. **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 objects 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 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 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.

(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.

(iv) The independent examiner(s) report shall be addressed to the members of the Group and to the Area Treasurer.

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 RA'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, 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 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 the members of the Group.

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 Group or any committee provided that a two-thirds majority of members present, and voting at any General meeting, are satisfied that the omission was accidental.

Adopted at Wirral Group Annual General Meeting, 29th November 2018.

Approved at Merseyside & West Cheshire Area Committee Meeting, 14th January 2020.