

THE RAMBLERS' ASSOCIATION
Greater Manchester & High Peak Area

CONSTITUTION

1. Name

1.1 The organisation is part of the Ramblers' Association (a registered charity number 1093577 and a company limited by guarantee registered in England and 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, Greater Manchester and High Peak Area, hereinafter referred to as the Area.

2. Objects and area of operation

2.1 The objects of the Ramblers' Association shall be carried out within its territory (as defined below) except in matters which from time to time are decided by the General Council of the Ramblers' Association (hereinafter referred to as General Council) or by the Board of Trustees of the Ramblers' Association

2.2 The Area shall operate in the County of Greater Manchester and the High Peak District of the County of Derbyshire or in such other territory as may from time to time be determined by the Board of Trustees in consultation with the Area and its neighbours.

3. Membership

3. 1 The Area shall be composed of individual members of the Ramblers' Association as allocated to the Area by the Board of Trustees and affiliated organisations similarly allocated.

3.2 The Area may establish a local Group in any part of its territory for the purpose of furthering the objects of the Ramblers' Association in such ways as the Area may from time to time decide. A local Group shall adopt a Constitution which is substantially in accordance with the model constitution for local Groups prepared by the Ramblers' Association, and for this purpose shall submit a copy of its proposed Constitution to the Area Executive Committee for prior approval. Any amendments to a local Group Constitution are also subject to the prior approval of the Area Executive Committee

4. Officers

4.1 The Officers of the Area shall include the principal Officers (namely the President, up to two Vice-Presidents, Chair and Vice-Chair of the Area Executive Committee, Treasurer and General Secretary) and such other Officers as the Area shall from time to time decide, all of whom shall be *ex-officio* members of the Area Executive Committee. The principal Officers named above shall also be *ex-officio* members of any sub-committee created

4.2 The Area Chair shall hold office for not more than two years consecutively

5. The Area Executive Committee

5.1 Composition

5.1.1 The Officers of the Area (see section 4 above). All Officers shall be elected individually by the Annual General Meeting.

5.1.2 Members elected to fill the list of offices submitted by the Area Executive Committee for approval at each Annual General Meeting. All such members shall be elected individually by the Annual General Meeting

5.1.3 A maximum of ten representatives of individual members, each to be elected individually by the Annual General Meeting

5.1.4 Two representatives appointed by each local Group.

5.1.5 A maximum of five further members co-opted for such purposes and periods as the Area Executive Committee may desire, provided that a candidate who was nominated but failed to be elected to the Area Executive Committee at the immediately preceding Annual General Meeting may not be co-opted in the year following that Annual General Meeting. Co-opted members shall be entitled to vote.

5.1.6 The total number of places allocated for representatives of local Groups shall be greater than the total number of elected representatives of individual members.

5.1.7 All Officers, representatives of individual members and co-opted members shall retire at the Annual General Meeting following their election but shall be eligible for re-election.

5.2 Powers and Duties

5.2.1 The general control and organisation of the Area's activities.

5.2.2 To appoint replacements in the event of any members of the Area Executive Committee relinquishing their posts prior to the subsequent Annual General Meeting.

5.2.3 To appoint sub-committees and co-opted members.

5.2.4 To appoint and dismiss any paid assistant for special purposes and to determine their duties and payments, but only with the prior written approval of the Board of Trustees.

5.2.5 If an emergency arises which would require an Area Executive Committee decision but there is insufficient time for the calling of a committee meeting the Chair (or if unavailable the Vice-Chair) may decide the matter after consulting the General Secretary and Treasurer if available (or failing that at least one other member of the Area Executive Committee) and shall report the circumstances and any action taken to the next Area Executive Committee meeting for ratification.

5.3 General

5.3.1 The Area Executive Committee shall meet as specified in the standing orders with eight members forming a quorum.

5.3.2 The Area Executive Committee shall receive regular reports from Area Officers and local Groups.

5.3.3 A special meeting of the Area Executive Committee may be called at the request of the Chair, or if unavailable the General Secretary or Treasurer, or on the written request of eight members of the Area Executive Committee. The summons to the meeting must give at least seven days' notice and must state the purpose of the meeting

5.3.4 Nominations for election to the Area Executive Committee may be made at any time prior to the voting taking place at the Annual General Meeting. Nominations may be made in writing and passed to the General Secretary or may be made verbally from the floor of the meeting. Each nomination shall have a proposer and a seconder, and the person being nominated, whether present or not, shall have confirmed their agreement to serve on the Area Executive Committee. In the case of nominations made verbally from the floor of the meeting, the proposer and seconder must be present at the time the nomination is made. The absence of a member from the Annual General Meeting shall not debar that person from being nominated, provided a written reason for non-attendance has been received.

6. Affiliated organisations

6.1 Each affiliated organisation may send one delegate to attend the Annual General Meeting, who may vote as if he or she were an ordinary member. The Area shall send to all affiliated organisations copies of every programme, leaflet or item of information normally sent to ordinary members.

7. Finance

7.1 The funds of *the* Area shall be applied in the furtherance of the objects of the Ramblers' Association and shall be derived from:

7.1.1 Membership subscriptions on a basis determined by the General Council or the Board of Trustees.

7.1.2 Gifts, donations and legacies and any other source as deemed proper by the Annual General Meeting or the Area Executive Committee

7.2 The Treasurer shall keep proper accounts as required by the Ramblers' Association Central Office and shall keep the Area Executive Committee informed of the current financial position. Cheques shall be signed by the Treasurer and/or other Officers, as decided by the Area Executive Committee. To enable petty expenses to be paid, an advance may be made to the Treasurer when necessary.

7.3 The Treasurer shall submit to the Annual General Meeting a statement of the annual income and expenditure and a balance sheet after due examination and certification by the independent Examiner, who must not be a member of the Area Executive Committee.

7.4 Members of the Area Executive Committee shall be entitled to claim reimbursement of expenses incurred in travelling to Area Executive Committee meetings and sub-committee meetings.

8. Legal Proceedings

8.1 No member may commence legal proceedings in the name of or on behalf of *the* Area without the prior consent both of the Area Executive Committee and the Board of Trustees. After giving such consent, the Area Executive Committee shall indemnify the member against any costs and expenses properly incurred in the conduct of such proceedings and the consent and amount of the indemnity shall be recorded in the minutes.

8.2 Indemnity shall also be given (and similarly recorded) to any member against whom proceedings have been commenced as a result of that member's action in the name of or on behalf of the Area, provided that no indemnity shall be given if the cause of the action arose because of unauthorised conduct by the member or conduct outside the scope of any special activity authorised by the Annual General Meeting or the Area Executive Committee. All proceedings by or against members in the name of or on behalf of the Area shall be conducted by solicitors.

9. General Meetings

9.1 The Annual General Meeting shall be held no later than the end of March for the following purposes:

9.1.1 To consider the Annual Report

9.1.2 To consider the statement of accounts, the balance sheet and the independent Examiner's report.

9.1.3 To elect Officers.

9.1.4 To elect members in accordance with Clause 5.1.3.

9.1.5 To appoint an independent Examiner.

9.1.6 To consider any motions. All motions shall be in writing, shall be signed by a proposer and a seconder, and shall be submitted to the General Secretary prior to the commencement of the Annual General Meeting.

9.1.7 Any other business that the Chair considers relevant to the meeting.

9.2 At least 14 days' notice of the Annual General Meeting must be given to members.

9.3 An Extraordinary General Meeting shall be held at the written request of at least 50 members or at the discretion of the Area Executive Committee At least 14 days' notice must be given to members, stating the purpose of the meeting, which must be called within 21 days of receiving any such written request. No matter may be considered at such a meeting other than that contained in the notice.

9.4 The President may occupy the chair at all general meetings, or failing that, the Area Chair, or failing that the Area Vice Chair.

9.5 At all general meetings 25 members shall form a quorum.

9.6 All decisions at any general meeting, except decisions affecting alterations to this Constitution, shall be reached by a majority of those present and voting. No member shall exercise more than one vote, except that in the case of an equality of votes, the Chair shall have a casting vote.

9.7 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 that meeting.

10. Alteration of Constitution

10.1 This Constitution may be rescinded, supplemented or amended only by means of a resolution passed by at least two-thirds of those present and voting at a general meeting and with the approval of the Board of Trustees. Any such alterations shall be consistent with the Association's Memorandum and Articles of Association.

10.2 Not less than 28 days' notice of the intention to propose such a resolution shall be given in writing to the General Secretary and any proposal shall appear in the notice convening the meeting.

11. Dissolution

11.1 If the Area Executive Committee by a simple majority at any time decides that it is impossible or undesirable to continue as an Area it shall convene an Extraordinary General Meeting of Area members of which not less than 14 days' notice shall be given. If the decision is confirmed by a majority of those present and voting, the Board of Trustees shall be immediately informed of such a decision and the Area shall thereafter act according to instructions received from the Board of Trustees.

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

Approved by the Finance Subcommittee of the Board of Trustees 8/9/2016