

1 NAME and DEFINITION

The organisation is part of the Ramblers' Association (a registered charity England & Wales no. 1093577, Scotland no. SC039799 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, Dorset 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 the territory specified in clause 3, the objects of the Association except in matters from time to time decided by the General Council or the Board of Trustees.

3 TERRITORY

The territory in which the Area shall function is the County of Dorset (including Bournemouth and Poole Unitary Authorities) 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 membership of any individual or local organisation 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 accordance 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) At least three Area Honorary Officers
 - b) One representative from each Group elected annually by the Group
 - c) One representative of local organisations defined in Clause 4 (ii)
 - d) Up to four Individual Members elected at the Annual General Meeting

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.

 - e) Each local organisation shall have the right to nominate an individual to represent their interests if that individual is elected in accordance with the following condition: In the second quarter of the year the Secretary will request local organisations to nominate a candidate for election and thenceforth submit not later than ninety days prior to the Annual General Meeting the names of such candidates to local organisations for election of their representative.
 - f) All nominations for election, or re-election where appropriate, made prior to the Annual General Meeting shall be submitted to the Secretary not later than ninety days prior to the Annual General Meeting and shall include the names of the proposer and seconder and the nominee's agreement to stand. Later pre-nominations may be accepted at the discretion of the Area Council. All persons nominated must be Dorset Area Members. The proposer and seconder must also be members of Dorset Area. Further nominations for any post may be taken at the Annual General Meeting.
 - g) Individual members shall retire at the third Annual General Meeting after the date of their election. Retiring members shall be eligible for re-election.
- (ii) The Area Council shall decide when and where it shall meet.
- (iii) Five members shall form a quorum of which at least two shall be elected Honorary Officers including the Chairman or the Secretary.
- (iv) It shall have power to co-opt up to two additional members
- (v) It shall have power to fill any vacancies which may arise among the individual members or representatives of affiliated local organisations.
- (vi) It shall receive minutes and regular reports from any sub-committee established under clause 9.
- (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 Chairman, Secretary or of not less than four members of the Area Council.

7 HONORARY OFFICERS

- (i) The Honorary Officers of the Area shall be as follows: Chairman, Treasurer, Secretary, and such other officers as the Area Council shall from time to time determine, to be elected at the Annual General Meeting. All the above officers shall retire at the Annual General Meeting following their election but shall be eligible for re-election.
- (ii) The Area Council shall have power to fill vacancies.

8 PRESIDENT AND VICE-PRESIDENTS

- (i) The President may be elected at the Annual General Meeting
- (ii) Vice Presidents may be elected at the Annual General Meeting
- (ii) The number of Vice-Presidents at any time shall be determined by the Area Council but shall in no case exceed six.
- (iii) The President and Vice Presidents shall retire at the following Annual General Meeting but shall be eligible for re-election.

9 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. 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.

In the special case of Permanent Joint Group and Area Sub-Committees formed to improve the co-ordination of specific activities within the Area there will be no restrictions applied to the number of Group Representatives on such a Sub Committee and it will be the responsibility of the various Groups to nominate representatives.

- (i) Permanent Sub-Committees
 - a) Area Footpath Committee whose membership includes Group Footpath Secretaries other Group Representatives and co-opted individuals with special responsibilities
 - b) A Management Sub-Committee which will include the Honorary Officers and any other volunteers may be set up if required to meet between the full Area Council Meetings to carry out routine matters. Any decisions made by this sub-committee must be ratified by the full Area Council at its next meeting. This Sub-Committee will also consider and approve or otherwise any requests from Groups for changes to their constitution where there is insufficient time to call a full Area Council Meeting. Any such requests will be circulated to the whole of Area Council for comments and to allow any interested members to attend the meeting of the Sub-Committee.

10 **PROCEDURE AT ALL MEETINGS**

(i) Voting

a) Area Council and Sub-Committees

All questions arising at Area Council and Sub-Committees 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 Chairman shall have a second or casting vote.

b) Annual General Meetings or Special General Meetings

All questions arising at any meeting, excepting those affecting alterations to the Constitution in accordance with clause 16, 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 Chairman shall have a second or casting vote

(ii) Minutes:

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

11 **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) He/she being a member of a Sub-committee, other than a co-opted member or a nominated Group representative, ceases to be a member of the Area Council

12 **ANNUAL GENERAL MEETING**

The Area Council shall not later than 5 months after the end of the financial year, and in any event not later than the last date for submission of ordinary motions to General Council as may be advised from time to time, convene an Annual General Meeting of the Area, of which not less than fourteen 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 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) Elect Honorary Area Officers.
- (iv) Elect Vice Presidents in accordance with Clause 8.
- (v) Elect individual members to serve on the Area Council;
- (vi) Elect a representative of Area to attend the General Council of the Association Note that a further representative of a Local Group will be appointed by Area Council.
- (vii) Appoint representatives of affiliated local organisations to serve on the Area Council.
- (viii) Appoint as independent examiner(s) qualified or other competent person(s).
- (ix) Discuss motions, ninety days notice of which shall have been given in writing to the Secretary.
- (x) Discuss Emergency Motions, which in exceptional circumstances may be submitted to the Secretary up to 35 days before the Annual General Meeting. These will be considered by the Area Council who will decide whether they are to be discussed and considered at the forthcoming Annual General Meeting or are to be held over until the following General Meeting.
- (xi) 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);
- (xii) Vote on any proposals to amend this Constitution in accordance with clause 16 thereof.

13 **SPECIAL GENERAL MEETING**

The Chairman 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 28 days of receiving a request to do so unless the purpose of the meeting is to propose changes to the constitution when the period will extend to 42 days in accordance with Clause 16, 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 to the members of the Area 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 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.. 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.

15 **DISSOLUTION**

If the 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 forty-two days before a Special General Meeting or not less than ninety days before the Annual General Meeting of the Area at which it is to be discussed and must be included in the notification of that meeting sent to the members..

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.

ANNEXE TO CONSTITUTION

This annexe does not form part of the Constitution but gives precision to those parts of the Constitution, which permit changes to be made from time to time.

Clause 7.1 Consolidated version as at 26th July 2017.

The other honorary officers are Footpath Secretary and Vice Chairman
In addition the posts of Newsletter Editor, Countryside Secretary, Publicity Officer, Coastal Access Officer, Membership Secretary and Web Master will not necessarily be Members of Area Council but will be elected at the AGM in accordance with the same rules as for honorary officers.
By convention the Chairman will be expected to hold the post for no more than five years in succession.

Clause 7.1 At the date shown below, the other honorary officers are Footpath Secretary and Membership Secretary.
In addition the posts of Newsletter Editor, Countryside Secretary, Publicity Officer and Area Access Officer will not necessarily be Members of Area Council but will be elected at the AGM in accordance with the same rules as for honorary officers.

Approved at Area Council 16th July 2009

Clause 7.1 At the date shown below the honorary office of Vice Chairman was added

Approved at Area Council 25th March 2010

Clause 7.1 At the date shown below the following guidance was added with respect to the tenure of the Chairman.

By convention the Chairman will be expected to hold the post for no more than five years in succession.

Approved at Area Council 7th April 2011

Clause 7.1 At the date shown below the post of Area Access Officer was split into Coastal Access and Inland Access with the Inland Access duties being taken by the appropriate Footpath Secretary via the Area Footpath Secretary and the position of Area Access Officer being changed to Coastal Access Officer in the Annexe to the Constitution

Approved at Area Council 18th October 2012

Clause 7.1 At the date shown below the post of Membership Secretary was removed with the duties transferred to the Secretary as the work involved has reduced to a minimal level with direct communications between the Group Membership Secretaries and Ramblers Central Office

Approved at Area Council 16th October 2014

Clause 7.1 At the date shown below the post of Web Master was created

Approved at Area Council 15th October 2015

Clause 7.1 At the date shown below the post of Membership Secretary who would not necessarily be a member of Area Council was added (role now separated from Area Secretary)

Approved at Area Council 20th July 2017