

**PROPOSED REVISION TO THE CONSTITUTION OF THE TAUNTON
DEANE GROUP OF THE RAMBLERS ASSOCIATION**

1. Name and Definition

The organisation is a Local Group of the Somerset Area of the Ramblers' Association and its name is the Ramblers' Association Taunton Deane Group. The above bodies are hereafter referred to as 'the Area', 'the Association' and 'the Group'.

2. * Objects

The objects of the Group are to further within the territory specified in the succeeding clause to 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 General Council of the Association and its Memorandum and Articles of Association.

3. Territory

The Group shall function in Taunton Deane 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 individual members of the Area as are allocated to the Group by the National Executive Committee in accordance with the Ramblers Association's Memorandum and Articles of Association and standing orders.

5. * Relations with the Area and Association

The Group shall act in agreement with the Area Governing Body and the Executive of the Association, as laid down in Clause 5 of the Ramblers Association's Memorandum and Articles of Association.

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 Group shall be vested in a Committee which shall consist of the Honorary officers and four other members of the Group, who shall have specific duties agreed by the committee, the details of which shall be included in the notice issued prior to the AGM.
- (ii) Members who have served continuously for six or more years will not seek re-election in the event that the election for the position that they occupy is contested. They may not seek election for any other post but may choose to seek election at a subsequent AGM.
- (iii) The Committee shall decide when and where it shall meet.
- (iv) Four members shall form a quorum.
- (v) It shall have power to fill vacancies.
- (vi) All members, except the Chairman, shall have 1 vote, and are entitled to declare, in writing, another member of the committee as their proxy should they not be able to be present at any vote of the Committee. The Chairman shall have a casting vote in the case of equality of votes cast on any matter.
- (vii) The Chairman shall neither propose nor second any motion, nor shall he/she vote, except as defined in clause 6(vi) above.
- (viii) It shall report regularly to the governing body of the Area.
- (ix) 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 four members of the Committee.

7. Officers

The Honorary officers of the Group shall be a Chairman, Treasurer, Secretary.

8. Sub-Committees

The Committee shall have power to appoint sub-committees and to determine their power and terms of reference. Any sub-committee so formed shall include at least one committee member

9. Resignation or Retirement

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

- (i) He/she gives notice of his/her intention to resign and his/her resignation is accepted.
- (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.

10. Annual General Meeting

In the first quarter of each financial year the Committee shall convene an Annual General Meeting of the Group, of which 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) Receive the Annual Report of the Committee and the audited statement of accounts for the previous year.
- (ii) Appoint the Honorary Officers.
- (iii) Elect the Committee.
- (iv) Appoint an auditor or auditors. No member of the Management Committee shall be eligible to act as Auditor.
- (v) Discuss and consider motions, notice of which shall have been given in writing to the Secretary at least 42 days preceding the AGM.
- (vi) Vote on any proposals to amend this constitution in accordance with clause 14 hereof.
- (vii) Appoint representatives to the governing body of the Area.
- (viii) All members except the Chairman, shall have 1 vote and are entitled to declare, in writing, another member as their proxy should they not be able to attend a vote of an Annual or Special Meeting. No member, except the Chairman, shall hold more than 2 proxy votes. The Chairman shall have a casting vote in the case of equality of votes cast on any matter.
- (ix) The Chairman shall neither propose nor second any motion, nor shall he/she vote, except as defined in clause 10(viii) above.

11. Special General Meeting

The Chairman or the Secretary may at any time, and shall within twenty-one days of receiving a request to do so, signed by not less than a twentieth of the members of the group with a minimum of ten members, 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 motion which it is intended to move.

12. Finance

The Treasurer shall keep proper financial records, shall report regularly to the Committee and shall be responsible for the preparation annually of Group Income & Expenditure Accounts for the preceding financial year, a Balance Sheet showing the Assets and Liabilities at the end of that year, and for their submission to the Group's auditor.

13. Dissolution

If, in the event of the dissolution of the Group, confirmed by the 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.

14. * Alterations to the Constitution

Insofar as any alteration or amendment is not inconsistent with the Ramblers Association's Memorandum and Articles of Association.

- (i) This Constitution may be amended, subject to 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, but those clauses marked with an (*) may not be altered without permission of the Board of Trustees.
- (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.

15. 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.