

## **SOCIETY OF ROAD SAFETY AUDITORS (SoRSA)**

### **CONSTITUTION**

(Version 7)

As approved at the Annual General Meeting in 2010

The Society of Road Safety Auditors (SoRSA), herein after referred to as the Society, is an association of the Chartered Institution of Highways and Transportation (CIHT). The membership and administration support services will be provided by CIHT. Membership of the Society is available through membership of CIHT. The Society will be managed by a committee selected from its membership and report through its Chairman to the CIHT's Road Safety (RS) Panel. The Chairman of SoRSA will have a permanent seat on the RS Panel.

#### **I OBJECTIVES OF THE SOCIETY**

1. The aims of the Society shall be to:
  - a. Act as a focus for road safety auditors working within the transportation profession in the United Kingdom and worldwide.
  - b. Stimulate interest in Road Safety Audit in order to promote its use and enhance its prestige and to extend the understanding of Road Safety Audit and its influence in the transportation profession.
  - c. Provide a network of expertise, promote and deliver training and provide access to appropriate research work.
  - d. Promote and organise events and other meetings to assist the professional development of the Society's members.

#### **II MEMBERSHIP OF THE SOCIETY**

1. Membership of the Society is only open to fully paid-up members of CIHT. On resignation from CIHT, membership of the Society is deemed to have lapsed.
2. Membership of the Society is subject to annual renewal. The annual renewal arrangements and process is to be determined by the Society's Committee from time-to-time.
3. Members may resign at any time from the Society by letter to the Society Secretary. Resignation from the Society does not automatically mean resignation from CIHT.

4. Members may be expelled from the Society for contravening either the Constitution of the Society or that of the CIHT, harming the interests of the Society, or being overdue with any CIHT or Society membership fee.
5. Members have the right to:
  - a. vote and put forward motions at General Meetings of the Society
  - b. stand for election to any Society Committee post
  - c. take part in meetings and special events organised by the Society
  - d. receive information from the Society on subjects of interests.
6. Members of the Society have a responsibility to:
  - a. promote the aims of the Society
  - b. comply with regulations of the CIHT
  - c. carry out the duties of any office undertaken
  - d. promptly pay membership and other fees.

### **III MEETINGS OF THE SOCIETY**

1. The Annual General Meeting shall be called by the Committee.
2. Extraordinary General Meetings can be called by the Committee or following a request from a fifth of the membership of the Society as defined by those members of CIHT currently on the Society's list of members.
3. The Annual General Meeting will usually be held in June of each year.
4. The Agenda for the Annual General Meeting, along with any motions for presentation and papers for discussion, which have been initiated by the Committee, will be distributed by the Secretary at least 21 days before the meeting. Distribution may be made electronically (by e-mail or otherwise) or by post. Proof of postage or e-mail will be taken as proof of delivery.
5. The Secretary will also distribute, at the same time, any relevant items, which are received at least 28 days before the Annual General Meeting.
6. No business shall be transacted at any General Meeting unless a quorum is present. As a minimum, ten members of the Society shall form a quorum
7. Decisions at the Annual General Meeting shall be by simple majority of the membership present at the meeting.

8. Members shall be entitled to one vote. The Chairman shall have a second, casting, vote.
9. The Annual General Meeting shall:
  - a. receive and consider the Annual Statement of Accounts of the Society, which will have been checked by the Independent Financial Reviewer, for the preceding year.
  - b. elect members to the Committee as necessary
  - c. approve the arrangements for the independent reviewing of the accounts for the following year
  - d. consider any business, notice of which has been given in writing to the Secretary at least seven days before distribution of the agenda for the meeting
  - e. consider, with the consent of the meeting, such other appropriate business as may be raised by members present.
10. Committee meetings:
  - a. Shall be held on a regular basis at no greater intervals than six months at a location decided by the Committee at the preceding meeting.
  - b. Consider any business, notice of which has been given in writing to the Secretary at least seven days before the meeting.
  - c. Set and manage the programme of events for the Society.
  - d. Meetings are called by the Chairman or at least two other members of the Society's Committee.
  - e. Notices convening meetings shall be sent to members not less than 14 days in advance. Papers for discussion will be distributed at least seven days in advance.
  - f. A quorum for the meeting shall be the Chairman or Vice Chairman and sufficient committee members to constitute more than half of the Committee.
  - g. Decisions shall be by simple majority of those present at any meeting. The Chairman has a second, casting, vote.
  - h. Members who are unable to attend may give their written proxy vote to another member of the Society's Committee. Each member may hold a maximum of one proxy.

- i. The Committee shall have the power to appoint such sub-committees as may be deemed necessary. Sub-committees shall be granted such powers as may be required to carry out functions delegated.

#### **IV FINANCE**

1. All income and expenditure generated by the Society is held on behalf of CIHT.
2. The Society Committee shall exercise financial control over its affairs with the aid of the CIHT Honorary Treasurer.
3. Proper records shall be kept of all funds on the lines laid down by the CIHT and approved by the Society's Independent Financial Reviewer.
4. The financial year shall end on 31 December and final accounts approved by the Society's Independent Financial Reviewer shall be submitted to the Director of Finance by the deadline set by CIHT for incorporation into the Institution's Annual Report and Financial Statement.
5. Any surplus funds in excess of six months expenditure (defined as the average requirement over the past 3 years) shall be remitted to the CIHT central account.
6. The monies held by the Society on behalf of CIHT shall be operated in accordance with the Institution's financial regulations and held:
  - a. in a bank current account in the name of the Society of Road Safety Auditors. Cheques drawn on these accounts shall be signed by any two of a panel of three bank signatories, who shall be appointed by the Society's Committee.
  - b. in cash imprest not normally exceeding £200.
7. The Treasurer shall present, for the inspection and approval of the Annual General Meeting, the independently reviewed accounts of the Income and Expenditure during the previous year to 31 December and the Liabilities and Assets at that date.
8. The Independent Financial Reviewer approved by the Annual General Meeting shall have access at all times to the books and accounts of the Society.

#### **V COMPOSITION OF THE COMMITTEE**

1. The Society's Committee shall comprise:
  - a. Chairman, who will preside over meetings.
  - b. Secretary, who is responsible for ensuring the wishes of the Committee are carried out.
  - c. Treasurer, who is responsible for all financial matters

- d. Vice Chairman, who will support the Chairman and deputise in his absence
- e. Events Officer
- f. Web Officer, who is responsible for managing the Society's web-pages
- g. Newsletter Editor
- h. Ordinary Committee members (up to 10)

## **VI ELECTION TO OFFICER POSTS**

1. The following posts are to be decided by elections:
  - I. Vice Chairman
  - II. Secretary
  - III. Treasurer
  - IV. Events Officer
  - V. Newsletter Editor
  - VI. Web Officer
2. Nominations shall be made to the Secretary not later than 14 days before the Annual General Meeting.
3. The Chairman shall present the nominations to the membership at the Annual General Meeting, which shall vote on the nominations before it.
4. The elected posts are personal appointments for a three-year term of office, apart from the Vice Chairman who shall be elected every two years.
5. If a member is unable to finish his mandate, an election will be held at the next Annual General Meeting. The newly elected member will finish the mandate of the retiring member.
6. The post of Chairman is not elected. The Vice Chairman assumes this position on completion of the sitting Chairman's tenure of two years. The Chairman's position can only be held for one two-year period of office.
7. Initially all the officers of the Society, apart from the Chairman and Vice Chairman, were appointed for a minimum three-year period. Subsequently the officers will stand down on the following basis:
  - At the Annual General Meeting in 2010, the Newsletter Editor and the Web Officer.
  - At the Annual General Meeting in 2011, the Secretary and the Events Officer.
  - At the Annual General Meeting in 2012, the Treasurer.Thereafter all officers will stand down on a three-year cycle.

8. A member elected for a three-year period of office must stand down after his term of office, but can be re-elected for a further three-year period. There is no restriction on how many times he may be re-elected.
9. If the Chairman resigns mid-term then the Vice Chairman assumes the Chairman's role and completes the vacating Chairman's term before commencing his own two-year term.
10. If the Vice Chairman position becomes vacant in mid-term a Committee member will be appointed to the role by the Committee and shall hold the post until the next Annual General Meeting when an election will be held. The elected Vice Chairman will complete the vacating Vice Chairman's term before becoming Chairman.
11. If an Office Holder's position becomes vacant in mid-term a Committee member will be appointed by the Committee and will hold the office until the end of the three year period, in order to maintain the cycle of retirements.

## **VII ELECTION TO ORDINARY COMMITTEE MEMBER POSTS**

1. The Ordinary Committee Member posts will be decided by election.
2. At least one Ordinary Committee Member shall come from and/or represent each of Ireland (both Northern and the Republic), the North of England, Scotland and Wales. Nothing shall preclude more than one Ordinary Committee Member coming from the specified areas.
3. Nominations shall be made to the Secretary not later than 14 days before the Annual General Meeting.
4. The Chairman shall present the nominations to the membership at the Annual General Meeting, which shall vote on the nominations before it.
5. The elected posts are personal appointments for a three-year term of office.
6. If a member is unable to finish his mandate, an election will be held at the Annual General Meeting. The newly elected member will finish the mandate of the retiring member.
7. Initially all the Ordinary Committee Members of the Society were appointed for a minimum three-year period. Subsequently these members will stand down on the following basis:
  - Three Members at the Annual General Meeting in 2011, including the representative for Ireland.
  - Four Members at the Annual General Meeting in 2012, including the representatives for the North of England and Scotland.
  - Three Members at the Annual General Meeting in 2013, including the representative for Wales.Thereafter all the Members will stand down on a three-year cycle.

8. The order for determining which initially appointed Ordinary Committee Members will stand down will be decided by the Officers of the Society.
9. An Ordinary Committee Member elected for a three-year period of office must stand down after his term, but can be re-elected for a further three-year period. There is no restriction on how many times he may be re-elected.

#### **VIII HONORARY CORRESPONDING MEMBERS**

1. The Committee may appoint Honorary Corresponding Members for countries outside the United Kingdom.
2. Honorary Corresponding Members will not be members of the Committee, but will receive copies of Committee meeting agendas, reports and minutes for information and comment.
3. The process for Honorary Committee Members to make comments and provide information will be agreed by the Committee from time-to-time.

#### **IX AMENDMENT OF THE CONSTITUTION**

1. Proposals to change the Constitution may be made by either the Committee of the Society or the Executive Board (Trustees) of IHT.
2. Changes to the Constitution require the approval of the Executive Board of the Chartered Institution of Highways & Transportation. For the avoidance of delay, this should normally be obtained prior to the submission of proposals to the membership of SoRSA.
3. Proposals for the amendment of the Constitution of the Society shall be made at an Annual General Meeting of the Society or at a special meeting called for the purpose and shall require the assent of two-thirds of those present and voting at the meeting.
4. At least 21 days notice of a special meeting to amend the Constitution shall be given (as stated in section III 4).

#### **X REPRESENTATION ON CIHT BOARDS**

1. The Chairman of SoRSA (or another representative of SoRSA nominated by the SoRSA Committee) shall sit on the Road Safety Panel of CIHT.
2. A member of the SoRSA Committee shall sit on the Membership Committee of CIHT.
3. A member of the SoRSA Committee may be invited to sit as an Observer on the Council of CIHT, but shall not have voting rights.

## **XI INTERPRETATION OF THE RULES**

1. The Committee of the Society shall interpret the Constitution of the Society and shall have the power to decide in any case of doubt as to the meaning or applicability of a particular matter.
2. The Committee of the Society shall have the power to decide on any matter on which the Constitution is silent. Any decision made by the Committee must be compliant with the CIHT Governing Documents in force at the time and its charitable status.
3. The Constitution shall be placed on the Society's website, although a paper copy may be obtained from the Society's Honorary Secretary on request.

14 June 2010