

SOCIETY OF ROAD SAFETY AUDITORS (SoRSA)

CONSTITUTION

(As approved by Trustees and ratified by the SoRSA AGM)

The Society of Road Safety Auditors (SoRSA), herein after referred to as the Society, is a non-geographically based specialist technical 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 or direct application to SoRSA. The Society will be managed by a committee selected from its membership and report through its Chair to the CIHT's Learned Society and Technical Strategy Board. The Chair of SoRSA (or another representative of SoRSA nominated by the SoRSA Committee) will have a permanent seat on the Learned Society and Technical Strategy Board.

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 open to:
 - a. Fully paid-up members of CIHT. On resignation from CIHT, membership of the Society is deemed to have lapsed; and
 - b. Persons who have made a direct application for membership to SoRSA. These persons shall have fully paid up any membership fees set by CIHT and/or the Society.
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.
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 fees.
5. Members have the right to:
 - a. Vote and put forward motions at General Meetings of the Society
 - b. Stand for election to Society Committee posts, subject to the condition set out in clause V2 of this Constitution
 - c. Take part in meetings and special events organised by the Society
 - d. Receive information from the Society on subjects of interest.
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 due.

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. The numbers of Society members for this purpose is defined as being those on the Society's list of members at the time when the Extraordinary General Meeting is requested.
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 email or otherwise) or by post. Proof of postage or email 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. In the case of an equality of votes, the Chair or the person presiding shall have a casting vote whether or not he/she voted before. When members join a meeting electronically that enables everyone at the meeting to speak to, see and hear each other, then a show of hands will be accepted.
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.
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 Chair 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 Chair or Vice Chair 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 Chair has a second, casting, vote. When members join a meeting electronically that enables everyone at the meeting to speak to, see and hear each other, then a show of hands will be accepted.
 - 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. The monies raised by the Society on behalf of CIHT shall be operated in accordance with the Institution's financial regulations.
6. 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.
7. The Independent Financial Reviewer approved by the Annual General Meeting shall always have access to the books and accounts of the Society.

V COMPOSITION OF THE COMMITTEE

1. The Society's Committee shall comprise:
 - a. A Chair, who will preside over meetings
 - b. A Secretary, who is responsible for ensuring the wishes of the Committee are carried out
 - c. A Treasurer, who is responsible for all financial matters
 - d. A Vice Chair, who will support the Chair and deputise in their absence
 - e. An Events Officer
 - f. A Web/Communications Officer, who is responsible for managing the Society's webpages
 - g. A Newsletter Editor
 - h. A Membership Secretary

- i. Ordinary Committee members (up to 10)
 - j. The two most recent past-Chairs
 - k. Up to a maximum of three co-opted members.
- 2. Membership of the Committee by those members who have joined the Society by direct application to SoRSA shall be limited to a maximum number comparable to the numbers of CIHT members of the Society.
- 3. All committee members must be current members of SoRSA regardless of membership grade, with the exception of co-opted members.
- 4. The Membership Secretary will be appointed by the Committee and will be an ex-officio member of the Committee.
- 5. The two most recent past-Chairs are *ex-officio* members of the Committee
- 6. The Co-opted Members may be appointed at the discretion of the Committee. Co-opted Members may only be appointed on an annual basis and in any case may not be appointed for more than three consecutive years.

VI ELECTION TO OFFICER POSTS

- 1. The post of Chair is not elected. The Vice Chair assumes this position on completion of the sitting Chair's tenure of two years. The Chair's position can only be held for one two-year period.
- 2. The following posts are to be decided by elections and must be filled by current members of SoRSA:
 - I. Vice Chair
 - II. Secretary
 - III. Treasurer
 - IV. Events Officer
 - V. Newsletter Editor
 - VI. Web/Communications Officer
- 3. Nominations for Vice Chair shall be proposed by the existing Committee at a Committee meeting no later than 28 days before the Annual General Meeting.
- 4. Nominations for all other Officer posts shall be made to the Secretary not later than 14 days before the Annual General Meeting.
- 5. The Chair shall present all the nominations to the membership at the Annual General Meeting, which shall vote on the nominations before it.
- 6. The elected posts are personal appointments for a three-year term of office, apart from the Vice Chair who shall be elected every two years.

7. If an Officer is unable to finish their mandate, an election will be held at the next Annual General Meeting. The newly elected Officer will finish the mandate of the retiring Officer.
8. Members of the Society who have joined by direct application to SoRSA may not be elected or appointed to the roles of Chair, Vice Chair or Treasurer.
9. Initially all the officers of the Society, apart from the Chair and Vice Chair, are appointed for a minimum three-year period.
10. A member elected for a three-year period of office must stand down after their term of office but can be re-elected for a further three-year period. After two terms they are not eligible to be nominated for election for one year.
11. If the Chair resigns mid-term, then the Vice Chair assumes the Chair's role and completes the vacating Chair's term before commencing their own two-year term.
12. If the Vice Chair 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 Chair will complete the vacating Vice Chair's term before becoming Chair.

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 Northern Ireland, Republic of Ireland, 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 Chair 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 their mandate, an election will be held at the Annual General Meeting. The newly elected member will finish the mandate of the retiring member.
7. All the Ordinary Committee Members of the Society 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 their term but can be re-elected for a further three-year period. After two terms they are not eligible to be nominated for election for one year.

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 Board of Trustees of CIHT.
2. Changes to the Constitution require the approval of the Board of Trustees 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 Chair of SoRSA (or another representative of SoRSA nominated by the SoRSA Committee) shall sit on the Learned Society and Technical Strategy Board of CIHT and Regional Panel.
2. CIHT staff will also be invited to attend SoRSA committee meetings
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. The SoRSA Observer shall be a member of CIHT.
4. The SoRSA Observer shall also sit on the Membership and Member Services Board of CIHT. The SoRSA representative on this Board shall be a member of CIHT.

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.

11 May 2022