

**HEART OF SCOTLAND LOCAL GROUP OF  
THE LONG DISTANCE WALKERS ASSOCIATION**

**1. Name and Definition**

1.1. This is the Constitution of the Heart of Scotland Local Group (the Group) of the Long Distance Walkers Association (LDWA).

1.2. The address of the Group shall be the address of the Secretary or such other address as may be agreed between the Group Secretary and the LDWA General Secretary.

1.3. If there is any inconsistency between this Local Group Constitution and the Constitution of the national Long Distance Walkers Association Limited, then the latter shall prevail.

**2. Aims and Objectives**

2.1. The Group aims to provide a local forum and focus for activities primarily within its catchment area, but not exclusively so, for all those who enjoy long distance walking.

2.2. The Group, being incorporated within the LDWA, shall seek to further the aims and objectives of the LDWA as defined in the Memorandum and Articles of the LDWA.

2.3. The Group shall adopt all relevant rules and policies of the LDWA and conduct itself in accordance with the Constitution and with any Bylaws which may be issued from time to time and with all reasonable directions of the LDWA National Executive Committee.

**3. Powers**

3.1. The Group has the power to collect and receive money and funds and to do all such other reasonable activities as are necessary to achieve the aims and objectives of this Constitution.

**4. Membership**

4.1. Membership shall consist of all members of the LDWA who opt to join the Heart of Scotland Group as primary members or who are allocated by default to Heart of Scotland as their local Group.

4.2. Associate membership is restricted to primary members of other LDWA local Groups who wish to be associated additionally with the Heart of Scotland Group.

4.3. No fee shall be levied for membership or associate membership of the Group, though the Group may charge for optional services for its primary and associate members.

4.4. All members of the Group shall be entitled to receive a copy of this Constitution on request.

## **5. Group Management Committee**

5.1. The management of the Group shall be vested in a Group Management Committee (the Committee) consisting of Officers and Ordinary Committee Members which shall carry out its functions in a reasonable manner having regard to the aims and powers of the Group.

5.2. The Officers of the Group shall be a Chair, a Secretary and a Treasurer. No person may hold more than one of these posts at the same time.

5.3. The Committee shall be elected annually at the Annual General Meeting of the Group and shall consist of the Officers and at least one Ordinary Member up to a maximum of 10 including the Officers.

5.4. All Members of the Committee shall retire at the Annual General Meeting, but shall be eligible for re-election. No member may serve as an Officer for more than 5 consecutive years in any individual post, except that if no other eligible candidate is available for election an Officer who is willing to do so may continue in post beyond that time subject to annual retirement as above.

5.5. Nominations for Officers and Ordinary Committee Members, who must be primary members of the Group, shall be received by the Secretary no later than 28 days before the Annual General Meeting. A nomination shall include the names of the proposer and seconder, who must also be primary members of the Group, and the nominee's agreement to stand. If there are any posts for which nominations have not been duly received, nominations may be taken at the Annual General Meeting.

5.6 If no nominations are received from Primary Members of the Group before the Annual General Meeting, applications may be invited from Associate members of the Group provided that the Associate member is not already a serving Committee Member of another Local Group

5.7. The Committee shall have the power to co-opt additional Primary or Associate Members and to fill any vacancies which may arise.

5.8 The Committee shall have the power to appoint Sub-Committees and to determine their powers, terms of reference and voting rules. The Committee shall receive regular reports from any Sub-Committee established.

5.9. No fee shall be paid to any Committee Member or Sub-Committee Member for carrying out their Committee duties. They may be reimbursed for reasonable expenses incurred.

5.10. All questions arising at a Committee meeting shall be decided by a majority of those present and voting. In the case of equal votes the Chair shall have a casting vote.

Three members of the Committee of whom at least one must be an Officer are required to form a quorum.

5.11. By mutual consent of all Committee Members or all Sub-Committee Members, some or all of the business of the Committee or a Sub-Committee may be conducted by e-mail. In such case any questions arising shall be decided by a majority of all Committee or Sub-Committee Members voting and with abstentions being confirmed, and in the case of equal votes the Chair shall have a casting vote.

## **6. General Meetings.**

6.1. All primary members of the Group, as defined in Section 4.1, shall be entitled to attend and vote at any General Meeting, Exceptionally, if a physical meeting cannot be arranged, a General Meeting may be held online, in which case the word “venue” in Sections 6.9 and 6.13 shall be interpreted to reflect this.

6.2. The quorum of a General Meeting shall be 5 persons. The quorum shall include at least one Officer of the Group.

6.3. In the absence of the Chair another Committee Member shall be appointed to act as Deputy Chair for the duration of the meeting. Any reference in Section 6 to the Chair shall apply equally to such Deputy Chair.

6.4. Business that is transacted at a General Meeting shall be deemed ordinary except that business concerning changes to the Constitution or changes to the structure of the Group and its relationship with the National Organisation shall be deemed special.

6.5. Ordinary business arising at a General Meeting shall be decided by a majority of those present and voting (abstentions not included). In the case of an equality of votes the Chair shall have a casting vote.

6.6. All special business shall require the assent of seventy-five per cent of those present and voting (abstentions not included) to be carried.

6.7. Any substantive motion adopted at a General Meeting shall become Group policy, subject to the provisions of Section 2.3.

6.8. Minutes shall be taken at all General Meetings and a copy of the minutes shall be supplied to the LDWA Local Groups Secretary no later than 45 days after the meeting.

6.9. The Committee shall convene an Annual General Meeting of the Group during December each year. The time and venue shall be notified to members through appropriate channels which shall include e-mail, the Group’s website and (provided publishing schedules permit) Strider at least 42 days before the date of the meeting.

6.10. The business of the Annual General Meeting shall include to:

- approve the minutes of the previous Annual General Meeting and any Extraordinary General Meeting that has occurred since the previous Annual General Meeting;
- receive the Annual Report of the Committee;
- receive the Annual Statement of Accounts and independent examiner's report;
- elect the Officers and Ordinary Members of the Committee;
- appoint an independent examiner for the accounts, who shall not be a member of the Committee;
- discuss and consider any properly submitted motions.

6.11. Any substantive motion received for the Annual General Meeting shall be submitted to the Committee not less than 14 days before the meeting and shall include the names of the proposer and seconder who shall be primary members of the Group.

6.12. If there is not a quorum for an Annual General Meeting, or if the posts of Chair or Secretary or Treasurer cannot be filled, the meeting shall be adjourned and reconvened within 8 weeks, with members notified at least 21 days before the adjourned meeting. Publication of notice on the Group's website and by e-mail to those members who have consented to e-mail communication shall be deemed adequate notification. The National Executive Committee shall be informed of the situation. If at the adjourned meeting the quorum is not reached or the posts remain unfilled the dissolution procedure may be initiated in accordance with Section 9.2.

6.13. The Committee may at any time and shall on receiving a request from at least 10 primary members of the Group giving reasons for the request, and within 28 days of the request, call an Extraordinary General Meeting. The time, venue and business of the meeting shall be notified to members at least 14 days before the date of the meeting. Publication of notice on the Group's website and by e-mail to those members who have consented to e-mail communication shall be deemed adequate notification. If there is not a quorum for an Extraordinary General Meeting there shall be no obligation on the Committee to reconvene the meeting.

6.14 Provided that there is a quorum of Primary Members in accordance with clause 6.2, those Primary Members present may by a majority vote agree to allow any Associate Members attending an Annual, Ordinary or Extraordinary General Meeting to speak and vote on any or all substantive motions

## **7. Finance.**

7.1. All monies raised by and on behalf of the Group shall be applied in the furtherance of the objectives of the Group.

7.2. The Treasurer shall keep proper financial accounts, shall keep the Committee regularly informed as to the financial position of the Group, and shall report the

annual accounts to the Annual General Meeting. The Treasurer shall ensure that the accounts are authorised by the independent examiner. A copy of the accounts shall be supplied to the LDWA Treasurer no later than 45 days after the Annual General Meeting.

7.3. The Treasurer shall be responsible for maintaining a correct bank account in the name of the Group. All monies received shall be paid into the Bank and all payments other than petty cash payments shall be made by appropriate form of electronic transmission authorised by the Treasurer and one or other of two members of the Finance Sub-committee. The Finance Sub-committee will consist of the Treasurer and two other committee members (The Authorised Committee Members).

7.4 If it is not possible to register the Treasurer and the Authorised Committee Members with the bank immediately after appointment as signatories, then the existing signatories registered with the Bank may be elected by the committee to the Finance Sub-committee and be authorised to continue approving payments. The Existing Signatories must be primary members of the Branch.

7.5 Every effort must be made to register the Treasurer and the Authorised Committee Members with the Bank as soon as possible. Once, this registration has been completed, the previously authorised Signatories will cease to be members of the Finance Sub-committee and cease to have any powers to approve any payments.

7.6. The accounting year shall be from 1st December to 30th November.

## **8. Property.**

8.1. A nominated Group Member shall maintain a list of the property of the Group.

## **9. Dissolution.**

9.1. The Group may be wound up voluntarily, as an item of business with proper notice being given, at a General Meeting on the vote of seventy-five percent of those members present and voting (abstentions not included). The National Executive Committee must receive notice of any such meeting.

9.2. If, under clause 6.12, an adjourned Annual General Meeting fails to be quorate or if the posts of Chair or Secretary or Treasurer remain unfilled then the National Executive Committee in consultation with the remaining Officers and Committee Members of the Group shall call a Special Meeting of members to determine the future of the Group. Should it be deemed that the Group is no longer viable then the Group may be wound up.

9.3. In the event of the Group being wound up all assets shall be disposed of for the furtherance of long distance walking in a manner to be decided in consultation with the LDWA National Executive Committee.

## **10. Amendments to the Constitution.**

10.1. This Constitution may be amended, subject to prior approval by the National Executive Committee of the LDWA, at any General Meeting of the Group, with the approval of seventy five per cent of members present and voting (abstentions not included).

10.2. Any proposal for such amendments must be delivered in writing or by e-mail to the Secretary of the Group not less than 28 days before the Annual General Meeting of the Group at which it is to be discussed, or included with the request for an Extraordinary General Meeting as in clause 6.13.