

London LDWA Constitution

Agreed at LDWA London AGM 18 February 2016 and amended on-----

Proposed changes shown in red bold type slightly larger than unchanged elements.

LONDON LOCAL GROUP OF THE LONG DISTANCE WALKERS ASSOCIATION

CONSTITUTION

1. Name and Definition

1.1. This is the Constitution of the London 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 the address as published from time to time in Strider and on the LDWA national website.

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 within its catchment area, but not exclusively so, for all those who enjoy long distance walking.

2.2. The Group, being incorporate 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 Byelaws which may be issued from time to time and with all reasonable directions of the LDWA National Executive Committee.[\[1\]](#)

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 or are allocated by default to London as their Primary local Group. No fee shall be levied for membership of the Group, though the Group may charge for optional services for its **primary and associate** members.

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

4.3. 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. One person may not hold more than one of these posts at the same time. ~~In addition the Committee may include a Walks Secretary, Social Secretary, Web Master and Founders Organiser.~~

5.3. The Committee shall be elected annually at the Annual General Meeting of the Group and shall consist of the Officers and other Ordinary Members up to a maximum of **ten** including the Officers.

5.4. All members of the Committee shall retire at the Annual General Meeting, but shall be eligible for re-election except that the same person shall not serve as a committee member for more than three consecutive years in any one post. However, if no other candidate volunteers for a post, the retiree may continue until a replacement is found.

5.5. Nominations for Officers and Ordinary Committee Members, who must be members of the Group, shall be received by the Secretary no later than **4** weeks 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. Further nominations for those posts for which nominations have not been received 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 members and to fill any vacancies which may arise. **These may be Primary and/or Associate Members.**

5.8. The Committee shall have the power to appoint Sub-Committees and to determine their powers and 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. The Committee shall meet at least 3 times each year with 4 members of the Committee, including at least 2 officers, required to form a quorum.

5.11. 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.

5.12. 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. The Committee shall convene an Annual General Meeting of the Group between 1 January and 31 March each year. The time and venue, together with details of any motions, shall be notified to members through Strider or other appropriate channels at least 21 days before the date of the meeting.

6.2 All primary members of the Group as defined in section 4.1 above 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 6.1 and 6.3 shall be interpreted to reflect this.

6.3 The Committee may at any time and shall on receiving a request from at least 3 **primary** members of the Group giving reasons for the request, and within 6 weeks of the

request, call an Extraordinary General Meeting. The time, venue and business of the meeting shall be notified to members at least 21 days before the date of the meeting using reasonable channels. **If there is not a quorum for an Extraordinary General Meeting, there shall be no obligation on the Committee to reconvene the meeting.**

6.4. The quorum of a General Meeting shall be **12 Primary** members. The quorum shall include two Officers of the Group.

6.5 Provided that there is a quorum of Primary members in accordance with clause 6.4, those Primary Members present may by a majority vote to agree to allow any Associate Members attending an Annual, Ordinary or Extraordinary General Meeting to speak and vote on any or all substantive motions.

6.6 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 approve independently examined accounts.**
- Elect the Officers and Ordinary Members of the Committee.
- Approve the appointment of an independent examiner of the financial accounts.
- Discuss and consider any properly submitted motion.

6.7 At least 8 weeks prior to the actual or likely time of the AGM, Members shall invited to submit motions to the Committee. These shall be submitted to the Committee not less than 4 weeks before the meeting and shall include the names of the proposer and seconder who shall be **Primary** members of the Group.

6.8 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.

6.9 Ordinary business arising at an Annual General Meeting shall be decided by a majority of those present and voting. In the case of an equality of votes the Chair shall have a casting vote.

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

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

6.12 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.

6.13. 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. 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.**

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 **electronic transmission signed by or authorised by the Treasurer and one other member of the Finance Sub-committee.**

The Finance Sub-committee will consist of the Treasurer and two other committee members (The Authorised Committee Members). Every effort must be made to register the new Treasurer and the Authorised Committee Members with the Bank as soon as possible. If it is not possible to register the new Treasurer and the Authorised Committee Members with the bank immediately as signatories, then the existing signatories (the Existing Signatories) registered with Bank may be appointed by the committee to the Finance Sub-committee and be empowered to continue authorising payments. The Existing Signatories must be primary members of the Group.

Once the registration of the new Treasurer and the Authorised Signatories has been completed, the Existing Signatories or any of them may remain as members of the Finance Sub-committee with powers to authorise any form of electronic transmission for a period of up to three months from the date of that registration. After that

period, the Existing Signatories or Signatory will cease to have any powers to sign on behalf of the Group.

7.4 Exceptionally, and to ensure the Group can continue to function and meet its obligations, if the Treasurer is unavailable or the post of Treasurer is temporarily vacant, the Committee may appoint another Officer to authorise payments in place of the Treasurer.

7. 5. The accounting year shall be from 1 January to 31 December.

8. Property.

8.1. A nominated Committee 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 a seventy-five percent majority of those members present and voting (abstentions not included). The National Committee must receive notice of any such meeting.

9.2. If, under clause 6.12, an adjourned 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 or Special Meeting of the Group, with the approval of a seventy five per cent majority of members present and voting (abstentions not included)

10.2. Any proposal for such amendments must be delivered in writing or email to the Secretary of the Group not less than 4 weeks before the Annual General Meeting of the Group at which it is to be discussed, or included with the request for a Special General Meeting as in clause 6.3.

[1] Such policies currently include the Guidelines for Events, the Grievance Procedures, the terms and conditions of the LDWA insurance policy, the Safeguarding Young People and Vulnerable Persons Policy, and the Environmental Policy, as publicised on the LDWA website.