

**The Companies Acts 1985 to 2006**

**Company Limited by Guarantee and not having a Share Capital**

**Articles of Association**

**of**

**The Long Distance Walkers Association**

**Company No: 03719756**

**(Adopted by Members' Special Resolution at the Annual General Meeting of the Association held on 11 March 2018)**



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# COMPANIES NOT HAVING A SHARE CAPITAL

## The Long Distance Walkers Association

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**PART 1**

**INTERPRETATION AND LIMITATION OF LIABILITY**

**1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

**2. Objects and Policy**

2.1 The objects of the Association are to further the common interests of those who enjoy Long Distance Walking.

2.2 The Association's interest shall lie mainly in extended walks in rural areas and especially those walks that exceed 20 miles in length. Whilst such walks may be competitive in the sense of a challenge no emphasis shall be placed on any form of racing or road walking.

2.3 It shall be the Association's policy as far as possible to cater equally for the following types of Long Distance Walking:

2.3.1 organized events whether open to all or restricted to members of specific clubs or associations;

2.3.2 walks along long distance footpaths and other open challenges which may be attempted at any time by any individuals or groups.

**3. Powers**

3.1 To further its objects the Association may do all such lawful things as are incidental or conducive to or otherwise in furtherance of the attainment of the objects, or to the exercise of any power (whether express or implied) possessed by the Association, including (without limitation):

3.1.1 To be the governing body of the activity of Long Distance Walking throughout Great Britain and to protect the interests of walkers generally;

- 3.1.2 To encourage, promote, develop and support the interests of those who enjoy Long Distance Walking;
- 3.1.3 To act as final authority over Long Distance Walking and in hearing and determining or otherwise to arbitrating over disputes and protests;
- 3.1.4 To assist in the preservation and enhancement of the beauty of the countryside and preservation of public access to open country;
- 3.1.5 To develop and control all matters pertaining to the organisation of extended walking events, especially in rural, coastal and mountainous or moorland areas, especially those exceeding 20 miles in length;
- 3.1.6 To liaise with other governing bodies and sports associations, both nationally and internationally, with regard to any matter pertaining to the objects of the Association;
- 3.1.7 To approve facilities and arrangements for all Long Distance Walking events;
- 3.1.8 To provide, co-ordinate and review technical information and guidelines regarding event organisation, equipment design, safety and training appropriate to Long Distance Walking;
- 3.1.9 To retain and control all its intellectual property rights in connection with its events;
- 3.1.10 To promote Long Distance Walking in a positive manner and encourage all people, regardless of age, gender, disability, race, ethnic origin, creed, colour, social status or sexual orientation to participate in Long Distance Walking;
- 3.1.11 To receive and publish information on all aspects of non-competitive walking, such as a programme of Long Distance Walking events, Strider, the Guidelines and the UK Trailwalkers' Handbook;
- 3.1.12 To accept subscriptions, donations, devises and bequests of any real or personal property or estate or effects, and to maintain and alter any of the same as are or may be necessary for the objects of the Association;
- 3.1.13 To borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 3.1.14 To employ and pay any person or persons (notwithstanding that any such person may happen to be a Member of the Association) in return for services rendered to the Association salaries, wages, charges and pensions;
- 3.1.15 To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its Members as thought fit, from and against all such risks incurred in the course of the performance of their duties as may be thought fit; and

3.1.16 To establish or authorise where necessary local groups (whether autonomous or not).

#### **4. Limitation on distribution**

The income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Association.

#### **5. Liability of Members**

5.1 The liability of the Members is limited.

5.2 Every Member of the Association undertakes to contribute such amount as may be required (not exceeding £1 (one pound)) to the assets of the Association in the event of its being wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for -

- (a) payment of the Association's debts and liabilities contracted before he, she or it ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **PART 2**

### **EXECUTIVE COMMITTEE (COMMITTEE)**

#### ***THE COMMITTEE'S POWERS AND RESPONSIBILITIES***

#### **6. Committee's general authority**

Subject to the Articles, the Committee are responsible for the management of the Association's business and affairs, for which purpose they may exercise all the powers of the Association.

#### **7. Committee may delegate**

7.1 Subject to the Articles, the Committee may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or Sub-committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

- 7.2 If the Committee so specify, any such delegation may authorise further delegation of the Committee's powers by any person to whom they are delegated.
- 7.3 The Committee may revoke any delegation in whole or part, or alter its terms and conditions.
- 7.4 Sub-committees to which the Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Committee.
- 7.5 The Committee may make rules of procedure for all or any Sub-committees, which prevail over rules derived from the Articles if they are not consistent with them.

## **8. Working Parties**

- 8.1 The Committee, or any Sub-committee with due delegated authority from the Committee, may from time to time in its discretion establish Working Parties of interested Members to support the management of the Association and further the objectives of the Association (by way of example only, to carry out specific tasks in particular localities or to research particular matters).
- 8.2 Working Parties shall have such composition, role and function as the Committee may decide, and the Committee shall determine the rules for their operation and management in its discretion. The Committee may from time to time draw up (and may amend and/or withdraw) Bylaws to govern these matters.
- 8.3 Any recommendations or advice given by any Working Party shall be wholly advisory in nature, and the Committee or any Sub-committee may act on such recommendations or use such advice as it deems appropriate in its discretion. No Working Party shall have any power or authority to bind the Committee or any Sub-committee of the Association.

## ***COMMITTEE DECISION-MAKING***

### **9. Committee to take decisions collectively**

The general rule about decision-making by the Committee is that any decision of the Committee must be a majority decision at a meeting, or one taken outside of a meeting in accordance with Article 16.

### **10. Calling a Committee meeting**

The Chair or any two Committee Members may call a Committee meeting by giving at least 7 days' notice of the meeting to each Committee Member, or by authorising the General Secretary to give such notice. Notice of a Committee meeting must be given to each Committee Member, but need not be in Writing. The notice requirement may be waived if all the Committee Members agree or urgent circumstances require shorter notice.

## **11. Participation in Committee meetings**

- 11.1 Subject to the Articles, Committee Members Participate in a Committee meeting, or part of a Committee meeting, when -
- (a) the meeting has been called and takes place in accordance with the Articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 11.2 In determining whether Committee Members are participating in a Committee meeting, it is irrelevant where any Committee Member is or how they communicate with each other.
- 11.3 If all the Committee Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **12. Quorum for Committee meetings**

- 12.1 At a Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 12.2 The quorum for Committee meetings is five (5). If the total number of Committee Members for the time being is less than the quorum required, the Committee must not take any decision other than a decision -
- (a) to appoint further Committee Members, or
  - (b) to call a general meeting so as to enable the Members to elect/appoint further Committee Members.

## **13. Chairing of Committee meetings**

- 13.1 Committee meetings shall be chaired by the Chair.
- 13.2 If the Chair is not participating in a Committee meeting within fifteen minutes of the time at which it was to start, the participating Committee Members must appoint one of themselves to chair it.

## **14. Casting vote**

If the numbers of votes for and against a proposal at a Committee meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have. This provision does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.



## **15. Conflicts of interest**

15.1 Unless Article 15.2 applies, a Committee Member must declare the nature and extent of:

15.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and

15.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.

15.2 There is no need to declare any interest or duty of which the other Committee Members are, or ought reasonably to be, already aware.

15.3 If a Committee Member's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to Participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Committee Member's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Committee Members taking part in the decision-making process.

15.4 If a Committee Member's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may Participate in the decision-making process and may be counted in the quorum and vote, unless:

15.4.1 a majority of the other Committee Members participating in the decision-making process decide to the contrary; or

15.4.2 the decision could result in the Committee Member receiving a benefit which is not:

(a) the payment of premiums in respect of indemnity insurance effected in accordance with Article 51;

(b) payment under the indemnity set out at Article 50; or

(c) reimbursement of expenses in accordance with Article 24,

in which case he or she must comply with Article 15.5 below.

15.5 If a Committee Member with a conflict of interest or conflict of duties is required to comply with this Article 15.5, he or she must:

15.5.1 take part in the decision-making process only to such extent as in the view of the other Committee Members taking part in the process is necessary to inform the debate;

15.5.2 not be counted in the quorum for that part of the process; and

15.5.3 withdraw during the vote and have no vote on the matter.

15.6 For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Committee or any Sub-committee, or any part of such a meeting.

## **16. Majority decision-making outside of a meeting**

16.1 The Committee may, in the circumstances outlined in this Article, make a majority decision without holding a Committee meeting.

16.2 If:

16.2.1 a Committee Member has become aware of a matter on which the Committee need to take a decision;

16.2.2 that Committee Member has taken all reasonable steps to make all the other Committee Members aware of the matter and the decision;

16.2.3 each Committee Member has had a reasonable opportunity to communicate his or her views on the matter and the decision to each other; and

16.2.4 a majority of the Committee vote in favour of a particular decision on that matter,

the decision shall be as valid and effectual as if it had been taken at a Committee meeting duly convened and held.

16.3 Committee Members participating in the taking of a majority decision otherwise than at a Committee Members' meeting in accordance with this Article:

16.3.1 may be in different places, and may Participate at different times; and

16.3.2 may communicate with each other by any means (including Electronic Means).

16.4 The Chair, or such other Committee Member as shall be appointed by the Committee, shall be the chair of the process of decision-making in accordance with this Article.

16.5 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair of the process shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the Chair is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

## **17. Records of decisions to be kept**

The Committee must ensure that the Association keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Committee.

## **18. Bylaws**

- 18.1 The Committee may from time to time make, repeal or alter such bylaws, rules or regulations (“**Bylaws**”) as they think fit as to the management of the Association and its affairs, including (without limitation) any of the matters or things within the powers or under the control of the Committee. The Bylaws shall be binding on all Members of the Association. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 18.2 The Association in general meeting has the power to alter, add to or repeal any Bylaws drawn up under this Article 18.

### ***APPOINTMENT OF COMMITTEE***

## **19. Transitional arrangements**

- 19.1 Articles 20 and 21, which relate to the appointment and terms of office of Committee Members:
- 19.1.1 apply to the period following the adoption of these Articles and not retrospectively;
- 19.1.2 are subject to transitional arrangements governing the terms of office of Committee Members in office immediately before these Articles were adopted, which are set out in the Bylaws drafts of which were presented at the annual general meeting at which the Articles were adopted.

## **20. Composition**

- 20.1 Subject to Article 20.3, the Committee shall consist of the following individuals, appointed in accordance with Article 21:
- 20.1.1 the Chair, General Secretary and Treasurer; and
- 20.1.2 up to nine other Committee Members – whose specific titles for the time being shall be set out in Bylaws.
- 20.2 No person may be appointed as a Committee Member unless he or she is a Member of the Association and has reached the age of 18 years.
- 20.3 The Committee may act notwithstanding a vacancy on the Committee (whether due to a Committee Member’s post not being filled by election of the Members or if a post becomes vacant mid-term, or otherwise), subject to the quorum requirements of Article 12.2 being fulfilled in relation to Committee meetings.

### *Observers*

- 20.4 The Committee may from time to time and as often as they think fit invite persons to attend meetings of the Committee (or of any Sub-committee or Working Party) for such period of time as the Committee may determine. Such persons may contribute to the discussions as appropriate but shall be observers only, shall not have any voting rights and shall attend in an advisory capacity only. Such persons may not necessarily

be Members of the Association.

## **21. Appointment of Committee**

### *Methods of appointment*

21.1 Any person who is willing to act as a Committee Member, and who would not be disqualified from acting under Article 22, may be appointed to the Committee by:

21.1.1 election by the Members, in accordance with the following provisions of this Article 21; or

21.1.2 co-option by a decision of the Committee under Article 21.3.

### *Terms of office*

21.2 Each Committee Member elected by the members shall serve until the fourth (4<sup>th</sup>) annual general meeting following the commencement of his or her term of office, at which he or she must retire and shall not be eligible to serve further without taking a break from office lasting until at least the annual general meeting following the commencement of his or her break (a “**Break**”), with the following exceptions:

21.2.1 where the Chair retires in accordance with this Article 21, any Committee Member is eligible to put him or herself forward for that role at the relevant election (together with any new candidates), whether he or she is part-way through his or her term of office or due to retire. Such Committee Member, if elected by the members to serve as Chair, shall continue to serve on the Committee as Chair (having ceased to serve in his or her previous role) for a further term ending at the fourth (4<sup>th</sup>) annual general meeting following the annual general meeting from which his or her appointment as Chair commenced. At the end of that further term, he or she must retire as Chair and Committee Member and take a Break before being eligible for reappointment as a Committee Member (in any role);

21.2.2 provided that there are no other candidates to take over his or her role on the Committee, and the Committee does not resolve against such proposal, a retiring Committee Member shall, if willing, continue to serve on the Committee in that same role for a further period of one (1) year (to end at the next annual general meeting). Following such further period in office, the Committee Member must step down and shall not be eligible to serve further on the Committee without taking a Break.

21.3 Notwithstanding the other provisions of this Article 21, the Committee may co-opt any Member willing to act as a Committee Member, and who would not be disqualified from acting under Article 22, to fill any vacancy arising in the event that a Committee Member’s post is not filled by election by the Members or if a post becomes vacant mid-term for any reason. Any such co-opted Committee Member shall serve only until the annual general meeting following his or her co-option, at which he or she must retire, but he or she may offer him or herself for election by the Members under Article 21.2.

### ***Timing of appointment and retirement***

- 21.4 Elected Committee Members shall commence office from the end of the relevant annual general meeting. Committee Members retiring at an annual general meeting shall retain office until the end of the meeting.

### ***Election procedure***

- 21.5 Elections of Committee Members shall be conducted in accordance with the ByLaws.

## **22. Termination of Committee Member's appointment**

A person ceases to be a Committee Member if –

- (a) he or she ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) at least 14 Clear Days' notification is received by the General Secretary from the Committee Member that he or she is resigning from office, in which case such resignation shall take effect on expiry of the notification;
- (c) he or she is absent from more than two consecutive Committee meetings without satisfactory and acceptable explanation and the Committee resolve that he or she should resign from the Committee for that reason; or
- (d) at a meeting of the Committee at which at least half of the Committee Members are present, or at a general meeting of the Members, a resolution is passed that he or she be removed from office on the grounds that:
  - i. he or she is guilty of conduct prejudicial to the good standing of the Association or to the attainment of its objectives;
  - ii. his or her conduct has brought the Association into disrepute; or
  - iii. he or she is judged to have been grossly negligent in the performance of his or her duties to the Association,

or on any other grounds set out in the Bylaws. Such a resolution (whether at Committee meeting or a general meeting of the Members) shall not be passed unless he or she has been given at least 28 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making Written representations to the relevant meeting. For the avoidance of doubt, a resolution under this provision removing a Committee Member may not be passed as a Written resolution.

## **23. Payment for services**

- 23.1 Committee Members, Members of any Sub-committee, Members of the Association, and Members of any Working Party may be engaged by the Committee to undertake any services for the Association that the Committee may decide from time to time.

Such individuals are entitled to such remuneration as the Committee determine for any such agreed services (including services performed under a contract of employment with the Association).

- 23.2 Unless the Committee decide otherwise, no individuals mentioned in Article 23.1 shall be accountable to the Association for any remuneration which they receive as directors or other officers or employees of any of the Association's Subsidiaries or of any other body corporate in which the Association is interested.

#### **24. Payment of expenses**

The Association may pay any reasonable expenses which any Committee Member, member of any Sub-committee, member of any Working Party or any other duly authorised Member conducting Association business on behalf of the Committee or Sub-committee properly incur in connection with their duties.

### **PART 3**

#### **MEMBERS**

##### ***BECOMING AND CEASING TO BE A MEMBER***

#### **25. Becoming a Member**

- 25.1 The Members of the Association shall be those who are Members on the date of adoption of these Articles and such other persons as are admitted to Membership by the Committee in accordance with the Articles. No person shall become a Member of the Association unless -

- (a) that person has completed an application for Membership in a form approved by the Committee;
- (b) the Committee have approved the application; and
- (c) that person has complied with any other conditions of admission to Membership as may be set out in the Bylaws.

##### ***Subscriptions***

- 25.2 The Committee may levy subscriptions on Members of the Association at such rate or rates as shall be determined in accordance with the Bylaws.

##### ***Register of Members***

- 25.3 The names of the Members of the Association must be entered in the register of Members.

- 25.4 The Committee shall draw up Bylaws pursuant to Article 18 to govern and regulate matters relating to the Members of the Association to supplement provisions set out in these Articles.

#### **26. Categories of Membership**

The Committee may establish such different categories of Membership as they think fit and, at their discretion, confer different benefits on different Membership categories and may alter such benefits at any time, except that the setting or altering of voting rights for different categories of Member must be approved by the Members in general meeting by Ordinary Resolution.

## **27. Termination of Membership**

27.1 Membership is not transferable.

27.2 A Member shall cease to be a Member:

27.2.1 if the Member, being an individual, dies;

27.2.2 he, she or it resigns by serving notice on the Association in accordance with the conditions set out in the Bylaws;

27.2.3 if the Member has gone through the Association's disciplinary procedure for Members for the time being in force (as may be set out in the Bylaws) and a decision to expel the Member has been made in accordance with that procedure; or

27.2.4 if the Member no longer satisfies the criteria for Membership or otherwise ceases to be a Member in accordance with the provisions set out in these Articles or the Bylaws.

## ***ORGANISATION OF GENERAL (MEMBERS') MEETINGS***

### **28. Annual general meetings**

28.1 The Association must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Committee think fit.

28.2 The business to be conducted at the annual general meeting shall include: the receipt of the minutes of the previous annual general meeting, consideration of the Committee's annual report and the annual statement of accounts (duly audited or examined where applicable), the appointment of the accountants and their remuneration, and Committee elections.

### **29. Other general (Members') meetings**

29.1 The Committee may call a general meeting at any time.

29.2 The Committee must call a general meeting if required to do so by the Members under the Companies Acts. The Committee shall also give due consideration to any request to convene a general meeting signed by at least 100 Members having the right to attend and vote at general meetings at the date of deposit of the request, which is in the form required under the Companies Acts.

### **30. Length of notice**

All general meetings (including the annual general meeting) must be called by at least 21 Clear Days' notice.

### **31. Contents of notice**

- 31.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 31.2 If a Special Resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a Special Resolution.
- 31.3 Every notice shall also include any Special Business properly required or requested in accordance with Article 32. In the case of an annual general meeting, as far as is practicable all such Special Business shall be published in the last issue of Strider which shall immediately precede the annual general meeting of the Association (in the event that this proves impossible, a separate notice shall be published).
- 31.4 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Association.

### **32. Special Business**

- 32.1 Subject to the following conditions, Members of the Association may require the Association to give, to all Members of the Association entitled to receive notice of the relevant general meeting, notice of a resolution which may properly be moved and is intended to be moved at that meeting or of such other matter which may properly be discussed at that meeting, provided that any such resolution and/or other matter is not one of the matters set out in Article 28.2, being matters normally dealt with at the annual general meeting ("**Special Business**").
- 32.2 A matter may properly be included in the business at a general meeting unless –
  - 32.2.1 it is defamatory of any person; or
  - 32.2.2 it is frivolous or vexatious.
- 32.3 Subject to these Articles (in particular this Article 32), to be accepted as an item of Special Business to be considered at a general meeting of the Association the request to the Association for such item to be included must:
  - 32.3.1 be signed by a proposer and seconder who shall be current Members of the Association having the right to attend and vote at the meeting at the date of deposit of the request;
  - 32.3.2 clearly identify the matter to be included in the business and be accompanied by a statement setting out the grounds for the request;
  - 32.3.3 be Written in non-discriminatory terms and be in accordance with the provisions of the Companies Acts, these Articles and the Bylaws; and
  - 32.3.4 be received by the General Secretary of the Association (or a designated



deputy as shall be notified to the Members) not later than 16 weeks before the meeting in the case of an annual general meeting, and in all other cases 6 weeks before the meeting.

**33. Service of notice**

Notice of general meetings must be given to every Member, every Committee Member, the President (if any) and any patron(s), and (as applicable) the independent examiners/auditors of the Association.

**34. Attendance and speaking at general meetings**

34.1 All Members have a right to attend and speak at general meetings of the Association.

34.2 Committee Members may attend and speak at general meetings, and so may the President and the Association's patrons, whether or not Members. The chair of the meeting at his or her discretion may permit other persons who are not Members of the Association to attend and speak at a general meeting.

**35. Quorum for general meetings**

35.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

35.2 The quorum for general meetings shall be 55 Members entitled to vote on the business to be transacted.

35.3 If a quorum is not present within half an hour from the time appointed for the meeting:

35.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 Clear Days of the original meeting) as he or she thinks fit;

35.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 Clear Days of the original meeting), time and place as the Committee may determine; and

35.3.3 if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those present and entitled to vote shall be a quorum.

**36. Chairing general meetings**

36.1 The Chair of the Committee, or in his or her absence some other Committee Member nominated by the Committee, shall preside as chair of every general meeting.

36.2 If neither the Chair nor any Committee Member nominated in accordance with Article 36.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Committee Members present shall elect one of their number to chair the meeting and, if there is only one Committee Member present and willing to act, he or she shall be chair of the meeting.

## **37. Adjournment**

- 37.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 37.1.1 the meeting consents to an adjournment; or
  - 37.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 37.2 The continuation of an adjourned meeting must be rescheduled and take place within 14 Clear Days of the original meeting, on such date and at such time and place as the chair of the meeting may determine.

### ***VOTING AT GENERAL MEETINGS***

## **38. Voting: general**

- 38.1 No Member shall be entitled to vote at any general meeting, on any Members' Written resolution or on a ballot unless all monies presently payable by him, her or it to the Association have been paid.
- 38.2 Subject to Article 38.1, every Member present in person or by proxy at a general meeting is entitled to vote on resolutions at that meeting.
- 38.3 In respect of Members' resolutions, whether considered at general meetings, by Members' Written resolution or by ballot, every Member shall have the number of votes set out in the Bylaws (or by default, where not covered by Bylaws, one vote only).
- 38.4 In the case of an equality of votes on a vote at a general meeting (whether on a show of hands or on a poll), the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

## **39. Errors and disputes**

- 39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 39.2 Any such objection must be referred to the chair of the meeting whose decision is final.

## **40. Methods of voting at general meetings**

A resolution put to the vote of a general meeting must be decided on a show of hands, unless a poll is duly demanded. The procedure for calling, taking and conducting polls at general meetings shall be determined by the chair of the meeting, except to the extent that such matters are set out in Bylaws.

## **41. Proxies**

- 41.1 A Member is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.
- 41.2 Proxies may only validly be appointed by a notice in Writing (a “**Proxy Notice**”) which:
- 41.2.1 states the name and address of the Member appointing the proxy;
  - 41.2.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
  - 41.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
  - 41.2.4 is delivered to the General Secretary in accordance with any instructions contained in the notice of general meeting to which they relate and these Articles.
- 41.3 A Proxy Notice must be received by the General Secretary not less than 48 hours before the general meeting or adjourned meeting to which it relates to be valid.

## **42. Amendments to resolutions**

- 42.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 42.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
  - 42.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 42.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 42.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair’s error does not invalidate the vote on that resolution.

## PART 4

### ADMINISTRATIVE ARRANGEMENTS

#### **43. Communications by the Association**

##### *Methods of communication*

43.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

43.1.1 in Hard Copy Form;

43.1.2 in Electronic Form; or

43.1.3 by making it available on a website.

43.2 Where a Document or information which is required or authorised to be sent or supplied by the Association under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Committee may decide what agreement (if any) is required from the recipient.

43.3 Subject to the Articles, any notice or Document to be sent or supplied to a Committee Member in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Committee Member has asked to be sent or supplied with such notices or Documents for the time being.

#### **44. Bank accounts**

44.1 All funds, except petty cash, belonging to the Association shall be deposited with a bank or building society in an account which shall be clearly marked as belonging to the Association.

44.2 The bank account shall be operated by cheques executed for and on behalf of the Association by two of the Committee Members, or by electronic payment with the prior approval of two Committee Members in each case. If any item of expenditure is likely to exceed £10,000 (ten thousand pounds) then it may only be authorised by a majority decision of the Committee.

#### **45. Irregularities**

45.1 The proceedings at any meeting, or on the taking of any poll, the passing of a Written resolution, the conducting of a ballot or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any

accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

- 45.2 All acts done by a person acting as a Committee Member or member of a Sub-committee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be (as applicable) a Committee Member or Sub-committee member.

#### **46. Records and accounts**

- 46.1 The Committee shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

46.1.1 annual reports;

46.1.2 annual statements of account; and

46.1.3 annual returns or confirmation statements.

- 46.2 Except as provided by law or authorised by the Committee or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

#### **47. Minutes**

- 47.1 The Committee must ensure minutes are made:

47.1.1 of all appointments of officers;

47.1.2 of all resolutions of the Association and of the Committee (including, without limitation, decisions of the Committee made without a meeting);

47.1.3 of all proceedings at general meetings of the Association; and

47.1.4 of all meetings of the Committee and Sub-committees, including the names of the persons present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Committee meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member of the Association or Committee Member, be sufficient evidence of the proceedings.

#### **48. General Secretary**

- 48.1 If, at any time, there is no General Secretary:

48.1.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to the General Secretary may be given or sent to, or

served on, the Association itself, and if addressed to the General Secretary shall be treated as addressed to the Association; and

48.1.2 anything else required or authorised to be done by or to the General Secretary of the Association may be done by or to a Committee Member, or a person authorised generally or specifically in that behalf by the Committee.

#### **49. The President, Patrons and other Honorary positions**

49.1 The Committee may appoint and remove any individual(s) as President and/or patron(s) of the Association for such term of office, with such role and on such other terms as they shall think fit. All appointments must be approved in advance by Ordinary Resolution of the Members at annual general meeting.

49.2 The President and each patron (if not a Member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Association and shall also have the right to receive accounts of the Association when available to Members.

### ***INDEMNITY AND INSURANCE***

#### **50. Indemnity**

50.1 Subject to paragraph 50.2, a relevant officer (as defined in Article 50.3(b)) of the Association or an associated company shall be indemnified out of the Association's assets against -

- (a) any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company,
- (b) any liability incurred by that person in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that person as an officer of the Association or an associated company.

50.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

50.3 In this Article -

- (a) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate, and
- (b) a “**relevant officer**” means the following individuals:
  - i. any current director or former director of the Association (in respect of the Association, being referred to as “**Committee Members**” in these Articles), or of an associated company;

- ii. any current or former member of any Sub-committee or Working Party of the Association;
- iii. any current or former President or patron of the Association, or any other officer, servant or voluntary official (whether Honorary or otherwise).

## **51. Insurance**

51.1 The Committee may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer (as defined in Article 50.3(b)) in respect of any relevant loss.

51.2 In this Article -

- (a) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer’s duties or powers in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company, and
- (b) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate.

## **52. Provision for employees on cessation of business**

The Committee may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its Subsidiaries (other than a Committee Member or former Committee Member or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that Subsidiary. For the purposes of this Article 52, “**shadow director**” means, in relation to the Association, a person in accordance with whose directions or instructions the Committee is accustomed to act (in accordance with the definition set out in section 251(1) of the Companies Act 2006).

## **53. Winding up**

If, on winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other association or associations having objects similar to the objects of the Association (whether or not such an association or associations have been established for the promotion of Long Distance Walking) and which shall prohibit the distribution of its or their income and property or any part thereof, such association or associations to be determined by the Association at or before the time of dissolution.

## **54. Non-discrimination**

It shall be the Association’s policy to ensure that all people irrespective of their age, gender, disability, race, ethnic origin, creed, colour, social status or sexual orientation shall have a genuine and equal opportunity to participate in Long Distance Walking at all levels and in all roles and to ensure that all present and potential Members shall receive fair and equal treatment. The Association shall reserve the right to discipline

any Member or employee who discriminates against any person whether a Member or not on any of the grounds herein.

**55. Recognition of Member contributions**

The Committee may in its discretion propose to give certain Members a one-off fixed financial reward in recognition of that Member's extraordinary contribution to the Association in assisting it to achieve its objects in whatever way that is deemed by the Committee to show outstanding commitment to the Association, provided that any such proposal and the amount of the relevant award must be approved by the Members at annual general meeting by Ordinary Resolution.

**56. Amendments to these Articles**

These Articles can only be amended by Special Resolution of the Members of the Association (being a Members' resolution passed by at least 75% of those voting, voting in favour).

**57. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.



## SCHEDULE

### INTERPRETATION – DEFINED TERMS

1. In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

“**Articles**” means the Association’s articles of association;

“**Chair**” means the Committee Member serving as chair of the Committee, appointed under Article 21;

“**Clear Day**” means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“**Committee**” means the board of directors of the Association (also known as the executive committee);

“**Committee Member**” means a director, being a member of the Committee;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

“**director**” means a director of the Association, and includes any person occupying the position of director, by whatever name called;

“**Document**” includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

“**Electronic Form**” and “**Electronic Means**” have the meanings respectively given to them in Section 1168 of the Companies Act 2006 (but, for avoidance of doubt, includes by email);

“**General Secretary**” means the Committee Member serving as general secretary for the Association, appointed under Article 21;

“**Guidelines**” mean the Association’s published guidelines for the time being for events/challenge walks;

“**Hard Copy**” and “**Hard Copy Form**” have the meanings respectively given to them in the Companies Act 2006;

“**Long Distance Walking**” means the activity of walking long and ultra distances (particularly exceeding 20 miles) especially in rural, coastal, mountainous or moorland areas on an informal basis or as part of an organised challenge event;

“**Member**” has the meaning given in section 112 of the Companies Act 2006;

“**Ordinary Resolution**” has the meaning given in section 282 of the Companies Act 2006;

**“Participate”**, in relation to a Committee meeting, has the meaning given in Article 11;

**“Proxy Notice”** has the meaning given in Article 41;

**“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;

**“Special Resolution”** has the meaning given in section 283 of the Companies Act 2006;

**“Strider”** means the official journal and organ of the Association;

**“Sub-committee”** means any sub-committee established by the Committee under Article 7 to support its management of the Association, to which it may delegate certain powers or tasks;

**“Subscription”** means the annual amount payable by the Members to the Association and determined in accordance with Article 25.2;

**“Subsidiary”** has the meaning given in section 1159 of the Companies Act 2006;

**“Treasurer”** means the Committee Member serving as treasurer for the Association, appointed under Article 21;

**“Writing”** or **“Written”** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise; and

**“Working Party”** means any temporarily constituted group set up by the Committee or one of its Sub-committees to report to the forming body on a specific matter, to support the Association’s work and objectives.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Association.