**THAMES VALLEY LOCAL GROUP OF THE LONG DISTANCE WALKERS ASSOCIATION**

**CONSTITUTION**

**Agreed at the Group’s AGM 18 Jan 2015**

1. **Name and Definition**
   1. This is the Constitution of the Thames Valley Local Group (the Group) of the Long Distance Walkers Association (LDWA).
   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.
   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**
   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. 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.
   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]](#footnote-1)
3. **Powers**
   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**
   1. Membership shall consist of all members of the LDWA who are assigned to or opt to join Thames Valley 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 members.
   2. All members of the Group shall be entitled to receive a copy of this Constitution on request.
5. **Group Management Committee**
   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.
   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.
   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 other Ordinary Member up to a maximum of 7 including the Officers.
   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 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. Nominations for Officersand 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 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.
   6. The Committee shall have the power to co-opt additional members and to fill any vacancies which may arise.
   7. 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.
   8. 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.
   9. 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 and at least one an Ordinary Member are required to form a quorum.
   10. 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 email. 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.**
   1. All members of the Group, as defined in Section 4.1, shall be entitled to attend and vote at any **General Meeting**. An individual Member shall have one vote. The number of votes which Family and other classes of Member may cast shall be the same as specified for General Meetings of the LDWA in their Articles of Association (see Appendix 1).
   2. The quorum of a **General Meeting** shall be 12 persons. The quorum shall include two Officers of the Group.
   3. In the absence of the Chair another Officer 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.
   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.
   5. Ordinary business arising at a **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. All special business shall require a seventy-five per cent majority of those present and voting (abstentions not included) to be carried.
   7. Any substantive motion adopted at a **General Meeting** shall become Group policy.
   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.
   9. The Committee shall convene an **Annual General Meeting** of the Group during January each year. The time and venue shall be notified to members through appropriate channels which shall include email, the Group’s website and (provided publishing schedules permit) Strider at least 6 weeks before the date of the meeting.
   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.
       * Elect the Officers and Ordinary Members of the Committee.
       * Appoint an independent examiner of the financial accounts.
       * Discuss and consider any properly submitted motion.
   11. Any substantive motion received for the **Annual General Meeting** 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 members of the Group.
   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. 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.
   13. The Committee may at any time and shall on receiving a request from at least 10 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 14 days before the date of the meeting using reasonable channels.
7. **Finance.** 
   1. All monies raised by and on behalf of the Group shall be applied in the furtherance of the objectives of the Group.
   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.
   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 cheque or appropriate form of electronic transmission signed by or authorised by the Treasurer and at least one other Committee Member designated by the Committee. 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 sign cheques and authorise other payments in place of the Treasurer.
   4. The accounting year shall be from 1 November to 31 October.
8. **Property.**
   1. A nominated Committee Member shall maintain a list of the property of the Group.
9. **Dissolution.**
   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.
   2. If, under clause 6.2, 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.
   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.**
    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)
    2. Any proposal for such amendments must be delivered in writing or email to the Secretary of the Group not less than 6 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 6.13.

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**Appendix 1**

*The following is an extract from the Articles of Association of the LDWA as agreed at the 2007 AGM.*

2.4.B All Members other than Junior Members shall be entitled to vote at general meetings as detailed below:

(i) An Individual Member shall be entitled to one vote.

(ii) Each Family member shall be entitled to vote at General Meetings. Each member Family shall have a maximum of two votes, no individual member within the family unit will be permitted to cast more than one vote.

(iii) Affiliate Members may appoint a nominee to attend general meetings of the Association, such nominee shall have the right to speak and cast one vote on behalf of that Affiliate Member. If the nominee is also a Member other than a Junior Member then that Member will be entitled to speak and vote in that capacity and accordingly cast two votes.

(iv) An Honorary Member shall have the same rights as an Individual Member to vote.

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. [↑](#footnote-ref-1)