

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

CONSTITUTION

Agreed at the Group's AGM 14 Jan 2024

1. Name and Definition

1.1. This is the Constitution of the Thames Valley 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 Thames Valley Group as primary members or who are allocated by default to Thames Valley 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 Thames Valley 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 primary and associate members 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. Four 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. Associate members, as defined in Section 4.2, may attend, but shall not count towards the quorum specified in Section 6.2; they may participate in business subject to Section 6.14. 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 12 primary members. 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 January 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 Section 6.2, those primary members present at any General Meeting may by a majority vote agree to allow any associate members present to speak and vote.

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 cheque or appropriate form of electronic transmission signed by or authorised by the Treasurer and one of at least two other Officers or Committee Members designated by the Committee (the Authorised Committee Members).

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 one of the Authorised Committee Members to act in place of the Treasurer with respect to Section 7.3. The Treasurer and Authorised Committee Members may not sign cheques or authorise other payments payable to themselves.

7.5. Every effort must be made to register the Treasurer and the Authorised Committee Members with the Bank as soon as possible after their election or appointment. The previous Treasurer and previously Authorised Committee Members must assist with this process to the extent required by the Bank, but will thereafter cease to have any powers to sign cheques or authorise other payments and must be de-registered with the Bank.

7.6. Exceptionally, to enable urgent payments to be made before completion of registration in accordance with Section 7.5, the previous Treasurer and previously Authorised Committee Members may continue to sign cheques or initiate payments

by electronic transmission if asked to do so by the new Treasurer and new Authorised Committee Members.

7.7. The accounting year shall be from 1 November to 31 October.

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 Section 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 may 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 Section 6.13.