

Louise Smalley Challenge Walk.

Constitution adopted on 12th April 2019

A – NAME

The name of the Association is the **Louise Smalley Challenge Walk** (“Association”).

B – ADMINISTRATION

Subject to the matters set out below the Association shall be administered and managed in accordance with the constitution by the members of the Committee, constituted by Clause F of the constitution (Committee).

C – OBJECTIVES

The objectives of the Association are as follows:

1. Raise funds for presentation to local worthy, deserving causes by the means of a sponsored “**Challenge**” walk, which should be approximately 40 miles in length.
2. The promotion of such other good causes as the organising committee may in their absolute discretion think fit.

D - THE WALK.

1. The walk will be known as **The Louise Smalley Challenge Walk.**
2. The Louise Smalley Challenge walk will be a walk of approximately 40 miles in length to be undertaken and completed within 20 hours of the start time.
3. The walk will take place on a Saturday close to the longest day (21st June).
4. To be included in the walk, walkers will complete an entry form and send it to the Committee for approval along with an entry fee, the amount to be determined by the organising committee.
5. Walkers must be a minimum age of 14 years.
6. If the Committee approves the walker for the current year’s walk, then notification including a sponsor form and an information sheet will be sent to the walker at the address shown on the entry form.
7. The Committee may also refuse an entry and notification of this fact will be sent to the walker at the address shown on the entry form.
8. The Committee reserves the right to accept/refuse any application.
9. Conditions of Entry are outlined on the entry form. Applicants signing and dating the entry form are agreeing to the Terms and Condition of entry as laid out on the entry form.

E - MEMBERSHIP

1. Full Members of the Association will be all the previous year's walkers, previous year's walk official support team members, and Bonus Ball members registered in this period (see below : point 2.).
2. Membership term is for 1, year from Day of the **Challenge** Walk to the day prior to the following year's **Challenge** Walk.
3. Associate Members will be individuals and organisations that support the objectives of the Association and are interested in furthering the work of the Association.
4. All Full Members are eligible to attend, vote, and stand for election to the Committee at the AGM.
5. The Committee may, by majority vote and for good reason, terminate the membership of any individual on the proviso that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.
6. Equal Opportunities Statement – The Association operates an Equal Opportunities Policy to ensure that Members receive equal treatment regardless of gender, age, disability, sex or sexual orientation, creed, ethnic or national origin, religion or belief, marital status or political views.

F - COMMITTEE

1. The affairs of the Association shall be administered by a Committee of not less than 4 persons and not more than 7 persons, a minimum 3 of which be Officers (Chair, Treasurer, and Secretary, who will hereafter be known as: Walk Manager, Walk Bursar, and Walk Notary). Other members of the Committee will be hereafter known as Walk Organisers.
2. The Committee shall have control of the funds and property of the Association and ultimate responsibility for its activities. All Committee members will have an equal say on proposals having a direct effect on walk policies.
3. The members of the Committee shall be elected by the Full Members of the Association annually and shall be eligible for re-election.
4. The Association shall not appoint more than 2 individuals to any one office nor allow any individual to hold more than one office at a time (except in the case of a vacancy as stipulated in para 5 section F).
5. Only Full Members present at the Annual General Meeting (or EGM, SGM) can vote on Committee elections.
6. The Committee may co-opt up to 3 persons onto the Committee with the proviso that the Committee does not exceed 7 members. They shall serve until the next AGM and have voting rights.
7. Only members present or who have sent a letter of apology for not being present at the Annual General Meeting can be elected to any position on the Committee.
8. A member must be nominated and seconded by members in attendance at the Annual General Meeting.
9. Where more than 1 nomination is made for a particular post then an election in the form of a show of hands with nominees absent from the room shall be held and attending members will be invited to make their single selection.
10. In the case of equality of votes the Chair of the meeting shall have the casting vote.

11. The Committee shall have the power to make regulations and bylaws in order to implement the paragraphs of this Constitution, and to settle any disputed points not otherwise provided for in this Constitution. Any alteration to this Constitution shall require the approving vote of two-thirds of members present in person at a Special General Meeting
12. No member of the Committee shall be removed from office except by:
 - The approving votes of two-thirds of members present in person at a General Meeting.
 - Is absent without notification to the Committee from all meetings held within a 3 month period.
 - Notifies the Committee of a wish to resign (but only if at least 4 members of the Committee will remain in office when the notification of resignation is to take effect).
13. All members of the Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office, but they may be re-elected.
14. The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint, or any defect in the appointment or qualification of a member.
15. No member of the Committee shall acquire any interest or property belonging to the Association or receive remuneration or be interested in (otherwise than as a member of the Committee) in any contract entered into by the Committee.

G – MEETINGS AND PROCEEDINGS OF THE COMMITTEE

1. Ordinary General Meetings (Committee meetings) shall be held a minimum of 4 times per year to discuss activities and plans. Members will be given 7 days' notice.
2. A special meeting may be called by the Chair or by any member of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed.
3. The Walk Manager shall act as Chair of the Committee meetings. If the Walk Manager is absent from any meeting, the members of the Committee present shall choose one of their members to act as Chair of the meeting before any business is transacted.
4. There shall be a quorum of at least 4 members of the Committee present at the meeting for the meeting to convene.
5. Every matter shall be determined by consensus of all the Committee otherwise by a vote of all members of the Committee present. In the case of equality of votes the Chair of the meeting shall have the casting vote.
6. The Committee shall keep a record of the minutes of all meetings.
7. The Committee may, from time to time, make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.

H - POWERS

In furtherance of the objectives but not otherwise the Committee may exercise the following powers:

1. Power to raise funds and apply for, invite, obtain, collect and receive contributions, grants, subscriptions, fees, and loans provided that in doing so the Committee shall not undertake any substantial trading activities.
2. Power to buy, rent, hire, lease or exchange.
3. Power subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Association.
4. Power to co-operate with charities, voluntary bodies, and statutory authorities operating in furtherance of the objectives or of similar purposes and to exchange information and advice with them.
5. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objectives.
6. Power to appoint and constitute such advisory committees as the Committee may think fit.
7. Power to do all such lawful things as is necessary for the achievement of the objectives.
8. Power to employ any paid worker or pay any agent to assist in the achievement of the objectives of the Association.
9. Affiliate to any local or national group or association that the Committee decides is appropriate and disaffiliate from any group or organisation if continued affiliation be, in the Committee's view, against the interests of the Association.

I - ANNUAL GENERAL MEETING

1. There shall be an Annual General Meeting for all the members of the Association in November, or if not possible, not more than 15 months after the previous AGM.
2. At least 28 days' notice will be given to all members.
3. Any notice of motion from Association Full Members shall be in the hands of the Walk Manager or Walk Notary 21 days prior to the date of the meeting. The agenda for such meetings will be made available to all members, and the general public, 14 days prior to the date of the meeting.
4. The Annual General Meeting will:
 - Receive the minutes of the previous year's AGM;
 - Receive the current year's reports from the Walk Manager and Walk Bursar;
 - Elect Members of the Committee in accordance with paragraph F above. Nominations for the Committee Members will be taken from the floor of the meeting;
 - Consider any motions of which due notice has been given, and relevant business as stipulated on the Agenda.
5. The quorum for a General Meeting shall be 6 Full Members present in person, of whom 3 must be current members of the Committee. When any financial business is to be transacted there must be present the Walk Bursar, or a member of the Committee deputed by the Walk Bursar to represent his or her views to the Meeting (provided that where it is a case of a deputy, the only financial business transacted shall be that which was set out in the agenda accompanying the notice of the Meeting).
6. Only Full Members present at the Annual General Meeting can vote on proposals put forward for discussion.

J – SPECIAL GENERAL MEETINGS

1. The Walk Manager and Walk Notary may call a Special General Meeting at their discretion.
2. Any 6 Full Members (as stipulated in clause E) may require a Special General Meeting to be called by presenting a written request, signed by all the requesting members, stating reasons for such request to the Walk Manager or Walk Notary.
3. At least 28 days' notice will be given to all members. If the SGM is called as a result of a request in para 2 section J this notice will be given within 7 days of the receipt of the request.
4. Procedures at the meeting will be in accordance with Annual General Meetings.

K – SELECTION OF RECIPIENTS OF LOUISE SMALLEY WALK FUNDS

1. Recipients of the Louise Smalley Walk Association Funds will be selected via a nomination process. The procedure will be available on the LSW website or in a hard copy from the Walk Manager.

L – RECEIPTS AND EXPENDITURE

1. The funds of the Association, including all donations and bequests, shall be paid into an account operated by the Committee in the name of the Association at such banks as the Committee shall from time to time decide.
2. All cheques drawn on the account must be signed by any 2 out of 4 signatories authorised by the Committee, none of whom shall be related or living at the same address.
3. The funds belonging to the Association shall be applied only in furthering the Association's objectives.
4. Regular financial reports on income and expenditure shall be made to the Committee during the year.
5. The financial year shall run from 1st December to 30th November.

M – ALTERATIONS TO THE CONSTITUTION.

1. Amendments to the Constitution may be made by a resolution passed by not less than two-thirds of the Full Members present and voting at an AGM or Special / Extraordinary General Meeting.
2. Any amendments should be signed by at least one Officer of the Committee with the date of the meeting where the amendment was passed. Minutes of the meeting should be recorded.

N – DISSOLUTION

1. A resolution to dissolve the Association must be passed at a Special / Extraordinary General Meeting or by a special resolution at an Annual General Meeting that shall be called using the relevant procedures for such meetings. A resolution is deemed carried if at least two-thirds of the Full Members present vote for it.
2. In the event of a resolution to dissolve being carried, the Committee shall then have the power to realise any assets held by or on behalf of the Association. Any assets of the Association after the satisfaction of all proper debts and liabilities (including seeking the agreement of relevant funders) shall be given or transferred to other such organisations deemed fit by the Committee. No member of the Committee will receive any personal gains from the dissolution.
3. A copy of the statement of accounts, or account and statement, for the financial accounting period of the Association will be published.

