**Midweek Wayfarers - A Yorkshire walking group: Club Constitution**

1. Title

The Club shall be called Midweek Wayfarers - A Yorkshire walking grouphereafter to be called “The Club”.

2. Object

The Club comprises a number of semi-autonomous walking groups which collaborate to provide mid-week walks of a variety of levels. Although the majority of members are retired, similar-minded people are welcome to join.

3. Structure of Club

The day-to-day activities are organised by each walking group and co-ordinated by a representative Executive Committee which is responsible to the Annual General Meeting (AGM).

Whilst the organisation and operation of each Walking Group is within their purview, members may seek assistance from the Executive Committee upon a written request by at least five members of that Group.

4. Membership

Walkers become members of The Club upon payment of the relevant annual fee and remain as members for as long as they continue to pay the fee. The fee is due on 1 January each year. For new members joining between January and July the full fee applies; for those joining from August onwards a 50% fee will apply. There shall be two class of membership available, which is Full Member or a Day Member who will be allowed to attend walks as advertised on Meetup or the web site , and pay per walk . Day members will not have voting rights at an AGM.

A condition of membership is that a member has read the Terms and Conditions and accepts the associated Disclaimer.

5. Officers

The Officers of The Club comprise a Chairperson, Secretary, Treasurer and Webmaster.

6. Election of Officers

All Officers shall be elected at the AGM of The Club from and by the Members of The Club. All Officers are elected for a period of one year but may be re-elected to the same office or another office the following year.

7. Executive Committee

The affairs of The Club shall be co-ordinated by an Executive Committee comprising the Officers of The Club and Walking Group Leaders or a representative from the relevant group in their absence. The Executive Committee shall normally meet on 3 occasions each year, with additional meetings arranged as necessary to ensure that the business of the club is carried out in a timely manner. The notes form these meetings will assist in the preparation of the agenda for the AGM.

The duties of the Executive Committee shall be:

* 1. to co-ordinate the affairs of the Club on behalf of members.
	2. to make decisions on behalf of its members, in light of any emergency situations which impact on the day to day operation of the club;
	3. to keep accurate accounts of the finances of The Club through the Treasurer; these should be available for reasonable inspection by Members and should be subject to independent audit before every AGM. The Club shall maintain a bank current account and the following Officers shall be authorised to sign Club cheques: two from either the Chairperson, Treasurer, Secretary, Webmaster and a representative of the Walking Group Leaders.
	4. to co-opt temporary members to the Committee as the committee feel necessary. Co-opted members shall not be entitled to a vote on the Committee
	5. to make decisions on the basis of a simple majority vote. In the case of a tied vote the Chairperson shall be entitled to an additional casting vote.

A quorum for an Executive Committee meeting shall be 4 representatives from the Walking Groups and 2 Officers of The Club. It is the duty of the Walking Group Leaders to consult their cohorts on a regular basis so that views expressed at the Executive Committee meetings are representative of The Club members.

8. The AGM of The Club shall be held not later than the end of March each year; If for any reason beyond the control of the committee e.g. covid lockdown, the elected committee will continue to manage the club, ensuring the best interests of its members are met. An AGM should be arranged as soon as practical / possible once any restrictions have been lifted. Members shall be given thirty clear days’ notice of the date of the AGM. Members must advise the secretary in writing of any business to be moved at the AGM at least thirty days before a meeting. The Secretary shall circulate or give notice of the agenda for the meeting to Members at commencement of the meeting.

The role of the AGM is to hold the Executive Committee to account for its running of The Club. The minimum business of the AGM shall be to:

1. Confirm the minutes of the previous AGM and any Special General Meetings held since the last AGM.

 2. Receive the independently audited accounts, for the year, from the Treasurer.

 3. Receive the annual report of the Executive Committee from the Secretary.

 4. Elect an independent financial auditor

 5. Elect the Officers of The Club.

6. Review the annual membership fee and agree it for the forthcoming year, commencing on the 1st January.

7. Transact such other business received (in writing by the Secretary from Members) prior to the meeting.

The Chair of the AGM will be taken by the Chairperson or, in their absence, by another member appointed by the Executive Committee.

A quorum for the AGM shall be twenty Members and two Officers of The Club.

Each Member of The Club shall be entitled to one vote at the AGM. Decisions made at the AGM shall be by a simple majority from those members attending the meeting. In the event of a tied vote the Chairperson shall be entitled to an additional casting vote.

9. Special General Meetings

Special General Meetings (SGM) may be convened by the Executive Committee or on receipt by the Secretary of a request in writing from not less than five members of the Club. At least 21 days’ notice of the meeting shall be given.

The rules for the conduct of an SGM are the same as for the AGM.

10. Alterations to the Constitution

Any proposed alterations to The Club Constitution may only be considered for approval or rejection at an AGM or SGM convened with the required written notice of the proposal. Any alteration or amendment must be proposed by a Member of The Club and seconded by another Member and submitted to the Executive Committee in order to obtain a consensus view of the Walking Groups. Such alterations shall be passed if supported by not less than two-thirds of those Members present at the AGM or SGM assuming that a quorum has been achieved.

11. Dissolution

The Club operates under a federal structure with each walking group having an equal say. Any such group may decide, by a two-thirds majority, that it no longer wishes to be associated with The Club. In the event that no groups wish to continue the collaboration then the future of The Club will be considered by the Executive Committee.

If at any Executive Committee meeting of The Club a resolution is passed for the dissolution of The Club the Secretary shall immediately convene an SGM of The Club to be held not less than one month thereafter to discuss and vote on the resolution.

If, at that SGM, the resolution is carried by at least two-thirds of the Members present at the meeting the Executive Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of The Club and discharge all debts and liabilities of The Club.

After discharging all debts and liabilities of The Club consideration will be given to any remaining assets. The Executive Committee shall first consider requests from walking groups in existence at the time of dissolution and wishing to secure their independent future. Any remaining assets shall be given or transferred to some charitable organisation(s) approved at the aforementioned SGM.