

Letchworth Arts and Leisure Group

Constitution

1. Name

The name of the Organisation is “Letchworth Arts and Leisure Group”, also known as “LALG”.

2. Object

The object of LALG is to further arts and leisure activities in Letchworth Garden City and the surrounding area.

In particular LALG will promote the formation of Interest Groups within its members to cater for those expressing an interest in one particular area of the arts or leisure activity.

The object of LALG stated above shall not preclude activities taking place elsewhere, or members living elsewhere.

3. Interest Groups

- a) Membership of Interest Groups shall be open to all members of LALG. Each group shall take reasonable steps to ensure all attendees are members (see paragraph 3b regarding visitors).
- b) Non-members of LALG (“Visitors”) are welcome but are expected to join LALG after an appropriate trial period.
- c) Interest Groups shall be self-organising and self-financing.
- d) Interest Groups may not make an additional charge (on top of the LALG membership) for their own membership. They may however make charges to cover costs of room hire, speakers, refreshments etc.
- e) Money held by a Group must be donated to central LALG funds if the Group closes.
- f) A representative of each Interest Group shall be entitled to attend and participate in meetings of the LALG Committee but shall not be entitled to vote.
- g) Each Interest Group shall provide a brief report, on finance or other matters, at the request of the LALG Committee.
- h) The LALG Committee will publicise Interest Groups’ activities through the newsletter and selected digital media. Additional publicity is the responsibility of each Interest Group.

4. Powers

LALG has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, LALG’s powers include power to employ and remunerate such staff as are necessary for carrying out the work of LALG. LALG may employ or remunerate a Committee Member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Committee Members and connected persons) and provided it complies with the conditions of those clauses.

5. Application of income and property

- 1) The income and property of LALG must be applied solely towards the promotion of the object.
 - a) A Committee Member is entitled to be reimbursed from the property of LALG or may be paid out of such property reasonable expenses properly incurred by him or her when acting on behalf of LALG.

- b) A Committee Member may benefit from insurance cover purchased at LALG's expense.
- 2) None of the income or property of LALG may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of LALG. This does not prevent a member who is not also a Committee Member receiving:
 - a) a benefit from LALG as a beneficiary of LALG;
 - b) reasonable and proper remuneration for any goods or services supplied to LALG.
- 3) Nothing in this clause shall prevent a Committee Member or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Committee Members and connected persons

A connected person is a Committee Member's close family, co-habitee, civil partner, business partner or someone connected with them.

1) General provisions

No Committee Member or connected person may:

- a) buy or receive any goods or services from LALG on terms preferential to those applicable to members of LALG;
- b) sell goods or services to LALG;
- c) be employed by, or receive any remuneration from, LALG;
- d) receive any other financial benefit from LALG;

unless the payment or benefit is permitted by sub-clause (2) of this clause. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

2) Scope and powers permitting Committee Members' or connected persons' benefits

- a) A Committee Member or connected person may receive a benefit from LALG as a beneficiary of LALG provided that it is available generally to the beneficiaries of LALG.
- b) A Committee Member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to LALG.
- c) Subject to sub-clause (3) of this clause a Committee Member or connected person may provide LALG with goods that are not supplied in connection with services provided to LALG by the Committee Member or connected person.
- d) A Committee Member or connected person may take part in the normal trading and fundraising activities of LALG on the same terms as other LALG members and/or members of the public.

3) Payment for supply of goods only – controls

LALG and its Committee Members may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between LALG and the Committee Member or connected person supplying the goods ("the supplier").
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

- c) The other Committee Members are satisfied that it is in the best interests of LALG to contract with the supplier rather than with someone who is not a Committee Member or connected person. In reaching that decision the Committee Members must balance the advantage of contracting with a Committee Member or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to LALG.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Committee Members is present at the meeting.
- f) The reason for their decision is recorded by the Committee Members in the minutes.
- g) A majority of the Committee Members then in office are not in receipt of remuneration or payments authorised by clause 6.

7. Conflicts of interest and conflicts of loyalty

A Committee Member must:

- 1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with LALG or in any transaction or arrangement entered into by LALG which has not previously been declared; and
- 2) absent himself or herself from any discussions of the Committee Members in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of LALG and any personal interest (including but not limited to any financial interest).

Any Committee Member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Committee Members on the matter.

8. Liability of members to contribute to the assets of LALG if it is wound up

If LALG is wound up, the members of LALG have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of LALG

1) Membership

- a) Members of a household may share a single LALG membership. If a household splits for any reason, one household will retain the LALG membership while the other(s) must purchase LALG membership at the rate applicable at that time.
- b) Payment of a membership fee shall entitle all members of a household to participate in all activities of LALG during that membership year providing there is sufficient capacity.

2) Admission of new members

a) Eligibility

Membership of LALG is open to anyone who is interested in furthering its purposes and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause.

b) Admission procedure

The Committee Members:

- i) may require applications for membership to be made in any reasonable way that they decide;
- ii) may refuse an application for membership if they believe that it is in the best interests of LALG for them to do so;
- iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

3) Transfer of membership

Membership of LALG cannot be transferred.

4) Duty of members

It is the duty of each member of LALG to exercise his or her powers as a member of LALG in the way he or she decides in good faith would be most likely to further the purposes of LALG.

5) Termination of membership

- a) Membership of LALG comes to an end if:
 - i) all adult members of the household die; or
 - ii) the member sends a notice of resignation to the Committee Members; or
 - iii) any sum of money owed by the member to LALG is not paid in full within three months of its falling due; or
 - iv) the Committee Members decide that it is in the best interests of LALG that the member in question should be removed from membership, and pass a resolution to that effect; or
 - v) any membership fee required has not been paid by the designated date.
- b) Before the Committee Members take any decision to remove someone from membership of LALG they must:
 - i) inform the member of the reasons why it is proposed to remove him or her from membership;
 - ii) give the member at least 21 clear days notice in which to make representations to the Committee Members as to why he or she should not be removed from membership;
 - iii) at a duly constituted meeting of the Committee Members, consider whether or not the member should be removed from membership;
 - iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

6) Membership fees

- a) All households shall pay an annual membership fee.
- b) The amount of the subscription shall be determined by the LALG Committee each year and the amount publicised in the newsletter.

7) Informal or associate (non-voting) membership

The Committee Members may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of, membership of any such class of members.

10. Members' decisions

1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of LALG may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of LALG may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

3) Decisions that must be taken in a particular way

- a) Any decision to remove a Committee Member must be taken in accordance with clause 15(2).
- b) Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
- c) Any decision to wind up or dissolve LALG must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution).

11. General meetings of members

1) Types of general meeting

There must be an annual general meeting (AGM) of the members of LALG. AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined) and the Committee's annual report, and must elect Committee Members as required under clause 12.

Other general meetings of the members of LALG may be held at any time.

All general meetings must be held in accordance with the following provisions.

2) Calling general meetings

- a) The Committee Members:
 - i) must call the annual general meeting of the members of LALG in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - ii) may call any other general meeting of the members at any time.
- b) The Committee Members must, within 21 days, call a general meeting of the members of LALG if:
 - i) they receive a request to do so from at least 10% of the members of LALG; and
 - ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- c) If, at the time of any such request, there has not been any general meeting of the members of LALG for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

- d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- f) Any general meeting called by the Committee Members at the request of the members of LALG must be held within 10 weeks from the date on which they received the request.
- g) If the Committee Members fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- i) LALG must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Committee Members to duly call the meeting, but LALG shall be entitled to be indemnified by the Committee Members who were responsible for such failure.

3) Notice of general meetings

- a) The Committee Members, or, as the case may be, the relevant members of LALG, must give at least 14 clear days notice of any general meeting to all of the members.
- b) If it is agreed by not less than 90% of all members of LALG, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met.
- c) The notice of any general meeting must:
 - i) state the time and date of the meeting;
 - ii) give the address at which the meeting is to take place;
 - iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - iv) if a proposal to alter the constitution of LALG is to be considered at the meeting, include the text of the proposed alteration.
- d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by LALG.

4) Chairing of general meetings

The person nominated as chair by the Committee Members under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of LALG who are present at a general meeting shall elect a chair to preside at the meeting.

5) Quorum at general meetings

- a) No business may be transacted at any general meeting of the members of LALG unless a quorum is present when the meeting starts.

- b) Subject to the following provisions, the quorum for general meetings shall be the greater of 1% or ten members.
- c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to LALG's members at least seven clear days before the date on which it will resume.
- e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Committee but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

6) Voting at general meetings

- a) Any decision other than one falling within clause 10(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every household has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the households present in person at the meeting.
- c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, before the closure of the meeting, in such manner as the chair of the meeting shall decide.
- d) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- e) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Committee Members

1) Functions and duties of Committee Members

The Committee Members shall manage the affairs of LALG and may for that purpose exercise all the powers of LALG. It is the duty of each Committee Member:

- a) to exercise his or her powers and to perform his or her functions in the way he or she decides in good faith would be most likely to further the purposes of LALG; and
- b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
- ii) if he or she acts as a Committee Member of LALG in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2) Number of Committee Members

- a) There must be at least five Committee Members. If the number falls below this minimum, the remaining member or members may act only to call a meeting of the Committee Members, or appoint a new Committee Member.
- b) The Committee must include the following Officers: Chair, Vice Chair, Secretary, Treasurer, Membership Secretary, Publicity Officer, Data Protection Officer. The Officers will be elected by the Committee in accordance with clause 19(2).
- c) The maximum number of Committee Members is fifteen. The Committee Members may not appoint any Committee Member if as a result the number of Committee Members would exceed the maximum.

13. Appointment of Committee Members

- 1) Any member of LALG may nominate one current member for election as a Committee Member. No candidate's name shall be put forward unless seconded by another member of LALG and the nominee is willing to serve;
- 2) At every annual general meeting of the members of LALG, one-third of the Committee Members shall retire from office. If the number of Committee Members is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Committee Member, he or she shall retire;
- 3) The Committee Members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any Committee Members were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- 4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- 5) The members or the Committee Members may at any time decide to appoint a new Committee Member, whether in place of a Committee Member who has retired or been removed in accordance with clause 15 (Retirement and removal of Committee Members), or as an additional Committee Member, provided that the limit specified in clause 12(2) on the number of Committee Members would not as a result be exceeded;
- 6) A person so appointed by the members of LALG shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the Committee Members shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Committee Members is to retire by rotation at that meeting.

14. Information for new Committee Members

The Committee Members will make available to each new Committee Member, on or before his or her first appointment:

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of LALG's Code of Conduct, Data Confidentiality Statement and any other documentation agreed by the Committee which must be signed and returned to the Secretary upon appointment.

15. Retirement and removal of Committee Members

- 1) A Committee Member ceases to hold office if he or she:
 - a) retires by notifying LALG in writing (but only if enough Committee Members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - b) is absent without the permission of the Committee Members from all their meetings held within a period of six months and the Committee Members resolve that his or her office be vacated;
 - c) dies;
 - d) in the written opinion, given to LALG, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Committee Member and may remain so for more than three months;
 - e) is removed by the members of LALG in accordance with sub-clause (2) of this clause;
 - f) is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - g) ceases to be member of LALG.

Sub-clause (f) to be implemented at the Committee's discretion.

- 2) A Committee Member shall be removed from office if a resolution to remove that Committee Member is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 3) A resolution to remove a Committee Member in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of LALG.

16. Reappointment of Committee Members

Any person who retires as a Committee Member by rotation or by giving notice to LALG is eligible for reappointment.

17. Taking of decisions by Committee Members

Any decision may be taken either:

- a) at a meeting of the Committee Members; or
- b) by resolution in writing or electronic form agreed by all of the Committee Members, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Committee Members has signified their agreement.

18. Delegation by Committee Members

- 1) The Committee Members may delegate any of their powers or functions to a sub-committee/group or sub-committees/groups, and, if they do, they must determine the terms and conditions on which the delegation is made. The Committee Members may at any time alter those terms and conditions, or revoke the delegation.
- 2) This power is subject to the following requirements:

- a) a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a Committee Member;
- b) the acts and proceedings of any sub-committee must be brought to the attention of the Committee Members as a whole as soon as is reasonably practicable; and
- c) the Committee Members shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Committee Members

1) Calling meetings

- a) Any Committee Member may call a meeting of the Committee Members.
- b) The Committee shall meet at least six times per year and at any other times as may be necessary for the proper conduct of LALG's affairs.

2) Election of Officers and terms of office

At the first meeting of the Committee after an AGM the Committee will elect a Chair and Vice Chair from its members. The Chair and Vice Chair will serve for one year only, but they may be re-elected.

At the first meeting of the Committee after an AGM the Committee will also elect any other Officers, as required in clause 12(2)(b), where there are vacancies. These other Officers will serve for a period of three years or until they resign their office or are no longer a Committee member. They may also be re-elected.

3) Chairing of meetings

The Chair will be appointed by the Committee Members in accordance with clause 19(2). The Committee may at any time revoke such appointment, subject to any Rules laid down under Clause 25. If the Chair is not able to attend a meeting, or is not present within 10 minutes after the time of the meeting the Vice Chair will chair the meeting. In the absence of the Vice Chair or stand-in previously nominated by the Chair, the Committee Members present may appoint one of their number to chair that meeting.

4) Procedure at meetings

- a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two Committee Members, or the number nearest to one third of the total number of Committee Members, whichever is greater. A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- c) In the case of an equality of votes, the chair shall have a second or casting vote.

5) Participation in meetings by electronic means

- a) A meeting may be held by suitable electronic means agreed by the Committee Members in which each participant may communicate with all the other participants.
- b) Any Committee Member participating at a meeting by suitable electronic means agreed by the Committee Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- 1) Subject to sub-clause (2) of this clause, all decisions of the Committee Members, or of a committee of Committee Members, shall be valid notwithstanding the participation in any vote of a Committee Member:
 - a) who was disqualified from holding office;
 - b) who had previously retired or who had been obliged by the constitution to vacate office;
 - c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Committee Member and that Committee Member being counted in the quorum, the decision has been made by a majority of the Committee Members at a quorate meeting.

- 2) Sub-clause (1) of this clause does not permit a Committee Member to keep any benefit that may be conferred upon him or her by a resolution of the Committee Members or of a committee of Committee Members if, but for clause (1), the resolution would have been void, or if the Committee Member has not complied with clause 7 (Conflicts of interest).

21. Use of electronic communications

1) General

LALG will make available within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form.

2) To LALG

Any member or Committee Member of LALG may communicate electronically with LALG to an address specified by LALG for the purpose, so long as the communication is authenticated in a manner which is satisfactory to LALG.

3) By LALG

- a) Any member or Committee Member of LALG, by providing LALG with his or her email address or similar, is taken to have agreed to receive communications from LALG in electronic form at that address, unless the member has indicated to LALG his or her unwillingness to receive such communications in that form.
- b) The Committee Members may, subject to compliance with any legal requirements, by means of publication on its website –
 - i) provide the members with Notice of General Meetings;
 - ii) give Committee Members notice of their meetings.
- c) The Committee Members must:
 - i) take reasonable steps to ensure that members and Committee Members are promptly notified of the publication of any such notice or proposal;
 - ii) make available any such notice or proposal in hard copy form to any member or Committee Member who has not consented to receive communications in electronic form.

22. Minutes

The Committee Members must keep minutes of all:

- 1) appointments made by the Committee Members;
- 2) proceedings at general meetings of LALG;

- 3) meetings of the Committee Members and committees of Committee Members including:
 - a) the names of the Committee Members and Visitors present at the meeting;
 - b) the decisions made at the meetings; and
 - c) where appropriate the reasons for the decisions;
- 4) decisions made by the Committee Members otherwise than in meetings.

Minutes must be retained for a minimum of 6 years.

23. Accounting records, accounts, annual reports and returns, register maintenance

The financial year will run from 1 August to 31 July. Committee Members must ensure that:

- a) accounts of transactions and records of assets and liabilities are kept and updated in a timely fashion;
- b) accounts of transactions and records of assets and liabilities are preserved for at least 6 years from the end of the financial year in which they are made; and
- c) the accounts are examined annually by an independent person who is reasonably believed by the Committee to have the requisite ability and practical experience to carry out a competent examination of the accounts.

24. Associated Groups

- 1) At the discretion of the Committee, LALG may develop relationships with other organisations in the Letchworth area who offer activities in line with LALG's objects. These organisations will be known as Associated Groups.
- 2) LALG will publicise Associated Groups on the LALG website and in the LALG newsletter.
- 3) Each Associated Group shall offer relevant benefits to LALG members, to be agreed by the LALG Committee on a case-by-case basis.
- 4) Members of Associated Groups are not offered the benefits of LALG membership.
- 5) The LALG Committee may decide to discontinue any or all of these relationships as the Committee believes desirable, giving a minimum of 60 days' notice.

25. Rules

The Committee Members may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of LALG, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of LALG on request.

26. Disputes

If a dispute arises between members of LALG about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. Amendment of constitution

This constitution can only be amended:

- a) by resolution agreed in writing by all members of LALG; or
- b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of LALG.

28. Voluntary winding up or dissolution

- 1) LALG may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve LALG can only be made:
 - a) at a general meeting of the members of LALG called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i) by a resolution passed by a 75% majority of those voting, or
 - ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - b) by a resolution agreed in writing by all members of LALG.
- 2) Subject to the payment of all LALG's debts:
 - a) Any resolution for the winding up of LALG, or for the dissolution of LALG without winding up, may contain a provision directing how any remaining assets of LALG shall be applied.
 - b) If the resolution does not contain such a provision, the Committee Members must decide how any remaining assets of LALG shall be applied.
 - c) In either case the remaining assets must be applied for purposes the same as or similar to those of LALG.

The original Constitution was adopted by the LALG at its Annual General Meeting on 7 November 2016. It was revised by the LALG at its Annual General Meeting on 20 November 2018.