



**CLASP** NETWORK

Communities Learning About Sustainability in Plymouth

# Rules and Procedures

**Rules**  
**of**  
**The CLASP Network**

**The Network**

**1.0 Name**

1.1 The name of the Network is The CLASP Network

1.2 The Network is constituted by resolution dated 16<sup>th</sup> June 2014

**2.0 Registered Office**

2.1 The Registered Office of the Network is c/o Growing Sustainable Futures CIC, Devonport Guildhall, Ker Street, Devonport, Plymouth, PL1 4EL

**3.0 Purposes of the Network**

3.1 The purposes of the Network are to:

1. In the first instance:
  - a. Supporting the understanding of sustainability
  - b. Networking and enabling more partnership opportunities
  - c. Facilitating collaborative and cooperative working
  - d. Signposting information, ideas and acting as an advisory hub
  - e. Celebrating and awarding examples of good practice and outstanding approaches to sustainability in Plymouth.
2. Do anything necessary or helpful to the above purposes.

## **MANAGEMENT OF THE NETWORK**

### **4.0 Executive Committee**

4.1 The Network shall have an Executive Committee (“the Committee”), comprising the following persons:

- (a) The Chair;
- (b) The Secretary;
- (c) The Treasurer; and
- (d) Such other Members as the Network shall decide.

4.2 Only Members of the Network may be Executive Committee Members.

4.3 There shall be a minimum of three with a maximum of 8 Executive Committee Members at any one time to meet required representation as agreed by the Executive Committee Members.

### **5.0 Appointment of Committee Members**

5.1 At a Network Executive Meeting, the Members may decide by majority vote:

- (a) How large the Executive Committee will be;
- (b) Who shall be the Chair/President, Secretary, and Treasurer;
- (c) Whether any Executive Committee Member may hold more than one position as an officer;
- (d) How long each person will be a Committee Member (“the Term”).

### **6.0 Cessation of Executive Committee Membership**

6.1 Persons cease to be Executive Committee Members when:

- (a) They resign by giving written notice to the Executive Committee.
- (b) They are removed by majority vote of the Network at a Network Meeting.
- (c) Their Term expires.

6.2 If a person ceases to be an Executive Committee Member, that person must within one month give to the Committee all Network documents and property.

## **7.0 Nomination of Executive Committee Members**

7.1 Nominations for members of the Executive Committee shall be called for at least 28 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Nominations shall close at 5pm on the fifth day before the Annual General Meeting. [See also rule 21.4(b)] All retiring members of the Executive Committee shall be eligible for re-election.

7.2 If the position of any Officer becomes vacant between Annual General Meetings, the Committee may appoint another Executive Committee Member to fill that vacancy until the next Annual General Meeting. This individual will be given the title: 'Acting' until the Annual General Meeting.

7.3 If the position of any Executive Committee Member becomes vacant between Annual General Meetings, the Executive Committee may appoint another Network Member to fill that vacancy until the next Annual General Meeting.

7.4 If any Executive Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

## **8.0 Role of the Executive Committee**

8.1 Subject to the rules of the Network ("The Rules"), the role of the Executive Committee is to:

- (a) Administer, manage, and control the Network;
- (b) Carry out the purposes of the Network, and Use Money or Other Assets to do that;
- (c) Manage the Network's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
- (d) Set accounting policies in line with generally accepted accounting practice
- (e) Delegate responsibility and co-opt members where necessary
- (f) Ensure that all Members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings;
- (i) Decide the procedures for dealing with complaints;
- (j) Set Membership fees, including subscriptions and levies;
- (k) Make regulations.

8.2 The Executive Committee has all of the powers of the Network, unless the Executive Committee's power is limited by these Rules, or by a majority decision of the Network.

8.3 All decisions of the Executive Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

8.4 Decisions of the Executive Committee bind the Network, unless the Executive Committee's power is limited by these Rules or by a majority decision of the Network.

## **9.0 Roles of Executive Committee Members**

9.1 The Chair/President is responsible for:

- (a) Ensuring that the Rules are followed;
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present;
- (c) Chairing Meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Network;
- (e) Providing a report on the operations of the Network at each Annual General Meeting.

9.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping the Register of Members;
- (c) Holding the Network's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Network to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (f) Advising the Registrar of Incorporated Societies of any rule changes;

9.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Network's financial transactions to allow the Network's financial position to be readily ascertained;

(b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 8.1.d).

(c) Providing a financial report at each Annual General Meeting;

(d) Providing financial information to the Committee as the Committee determines.

## **10.0 Executive Committee Meetings**

10.1 Executive Committee meetings may be held via video or telephone conference, or other formats as the Executive Committee may decide;

10.2 No Executive Committee Meeting can be held without the minimum quorum of 4 Executive Committee Members. If not a full quorum the final decision can be undertaken by electronic communications with a confirmed deadline.

10.3 The Chair shall chair Executive Committee Meetings, or if the Chair is absent, the Executive Committee shall elect an Executive Committee Member to chair that meeting;

10.4 Decisions of the Executive Committee shall be by majority vote;

10.5 The Chair or person acting as Chair has a casting vote, that is, a second vote;

10.6 Only Executive Committee Members present at an Executive Committee Meeting may vote at that Executive Committee Meeting, unless votes are requested via electronic communications in needs for expediency and in-between Executive Committee Meetings.

10.7 Subject to these Rules, the Executive Committee may regulate its own practices;

10.8 The Chair or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair of the Network, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair may with the consent of any Network Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **11.0 Additional Powers of the Executive Committee**

11.1 The Executive Committee may:

(a) Employ people for the purposes of the Network;

## **Network Membership**

### **12.0 Types of Members**

12.1 Membership may comprise different classes of membership as decided by the Network.

12.2 Members have the rights and responsibilities set out in these Rules.

### **13.0 Admission of Members**

13.1 Open Membership in the first instance with admission rules to be reviewed by the Executive Committee Members.

13.2 To become a Member, a person ("the Applicant") must:

- (a) Complete an application form, if the Rules, Bylaws or Committee requires this;
- (b) Supply any other information the Committee requires;
- (c) Agree to abide by the Network etiquette and codes of conduct; and
- (d) Meet the Network sustainable practices and ethical requirements

13.2 The Committee shall have complete discretion when it decides whether or not to allow the Applicant become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.4 The Executive Committee will use their discretion to request Network Members involvement in Task and Finish Group projects.

### **14.0 The Register of Members**

14.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the postal and email addresses and telephone numbers of all Members, and the dates at which they became Members.

14.2 If a Member's contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

14.3 Each Member shall provide such other details as the Committee requires.

14.4 Members shall have reasonable access to the Register of Members.

### **15.0 Cessation of Membership**

15.1 Any Member may resign by giving written notice to the Secretary.

## 15.2 Membership terminated in the following way:

(a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Network, the Committee may give written notice of this to the Member (“the Committee’s Notice”). The Committee’s Notice must:

(i) Explain how the Member is breaching the Rules and requirements of admission of Membership, or acting in a manner inconsistent with the purposes of the Network;

(ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.

(iii) State that if, within 14 days of the Member receiving the Committee’s Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.

(iv) State that if the Committee terminates the Member’s Membership, the Member may appeal to the Network.

(v) The Network shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Network’s decision will be final.

## 16.0 Obligations of Members

16.1 All Members (and Committee Members) shall promote the purposes of the Network and shall do nothing to bring the Network into disrepute.



## **Money and other assets of the Network**

### **17.0 Use of Money and Other Assets**

17.1 The Network may only Use Money and Other Assets if:

- (a) It is for a purpose of the Network;
- (b) It is not for the sole personal or individual benefit of any Member; and
- (c) That Use has been approved by either the Executive Committee or by majority vote of the Network.
- (d) It meet requirements of the funding body without undermining the objectives and purposes of the Network
- (e) It is received without obligation and restrictions from the benefactor that could undermine the objectives and purposes of the Network

### **18.0 Joining Fees, Subscriptions and Levies**

#### **18.1 The Executive Committee/Network can reserve the power to introduce subscription fees for Members**

18.1 If any Member does not pay a Subscription or levy by the date set by the Committee or the Network, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Network) have no Membership rights and shall not be entitled to participate in any Network activity.

### **19.0 Financial Year**

19.1 The financial year of the Network begins on 1<sup>st</sup> April of every year and ends on 31<sup>th</sup> March of the next year.

### **20.0 Assurance on the Financial Statements**

20.1 The Executive Committee Treasurer is responsible for providing the Network Members with:

- (a) Financial Reports at every Annual General Meeting
- (b) Quarterly updates at Network Meetings

20.2 At such time the Executive Committee shall review the financial status of the Network and make changes where necessary to the rules.

## **Conduct of Members Meetings**

### **21.0 Network Meetings**

21.1 A Network Meeting is either an Annual General Meeting or an Extraordinary Meeting.

21.2 The Annual General Meeting shall be held once every year no later than five months after the Network's balance date (April - August). The Committee shall determine when and where the Network shall meet within those dates.

21.3 Extraordinary Meetings will be called where immediate or important communications are necessary. The Executive Committee will use their discretion to call these meetings.

21.4 The Secretary shall:

(a) Give all Members at least 14 days Written Notice of the business to be conducted at any Network Meeting

(b) Additionally, the Secretary will provide, appropriate:

(i) A copy of the Chair's Report on the Network's operations and of the Annual Financial Statements as approved by the Executive Committee,

(ii) A list of Nominees for the Executive Committee, and information about those Nominees if it has been provided. (The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee)

(iii) Notice of any motions and the Executive Committee's recommendations about those motions.

(iv) If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

21.5 All Members may attend and vote at Network Meetings.

21.6 One third of Membership for Network AGMs is required for a decision making vote, however two thirds of those present must be in favour for any motions to be passed.

21.7 All Network Meetings shall be Chaired by the Chair. If the Chair is absent, the Network shall elect another Committee Member to Chair that meeting. Any person Chairing a Network Meeting has a casting vote.

21.8 On any given motion at a Network Meeting, the Chair shall in good faith determine a decision through a vote by show of hands

*However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chair will have a casting, that is, second vote.*

21.9 For necessity of decision making the Executive Committee can use their discretion to request Members votes via electronic communications.

21.10 The business of an Annual General Meeting shall be:

- (a) Receiving any minutes of the previous Network's Meeting(s);
- (b) The Chair's report on the business of the Network;
- (c) The Treasurer's report on the finances of the Network, and the Annual Financial Statements;
- (d) Election of Executive Committee Members;
- (e) Motions to be considered;
- (f) General business.

21.11 The Chair or his nominee shall adjourn the meeting if necessary.

21.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President of the Network, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Network Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## **22.00 Agenda Items**

22.1 All Agenda Items must be communicated and agreed by the Executive Committee at least 14 days prior to the Members Meeting. This includes motions from Members to be voted on at Members Meetings.

## **23.0 Altering the Rules**

23.1 The Network may alter or replace these Rules at a Network Meeting by a resolution passed by a two-thirds majority of those Members present and voting in person or through evote

23.2 Any proposed motion to amend or replace these Rules shall be in the form of a written letter sent to the Executive Committee for consideration.

23.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

23.4 When a Rule change is approved by the Executive Committee it will be updated and made publicly available.

## **24.0 Winding up**

24.1 If the Network is wound up:

- (a) The Network's debts, costs and liabilities shall be paid;
- (b) Surplus Money and Other Assets of the Network may be disposed of as outlined in the Financial Controls Policy of the Network
- (c) No distribution may be made to any Member;
- (d) The surplus Money and Other Assets shall be distributed to The Executive Committee's agreed Asset Lock organisation, as outlined in the Financial Controls Policy of the Network.

## **26.0 Definitions and Miscellaneous matters**

26.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Network.
- (c) "Network Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.

(d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.

(e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

(f) It is assumed that

(i) Where a masculine is used, the feminine is included

(ii) Where the singular is used, plural forms of the noun are also inferred

(iii) Headings are a matter of reference and not a part of the rules

(g) Matters not covered in these rules shall be decided upon by the Committee.