

Note: these rules supersede those in the members handbook

Rules of the Association

1 Definitions

- 1.1 The name of the Association shall be the 'Green Lane Association Ltd' (GLASS), "the Association".
- 1.2 Association Policy Documents' means any statement of policy or practice approved by the Executive Committee (EC) in accordance with section 10

2 Relation to the Memorandum and/or Articles of Association.

- 2.1 The aims and powers of the Association shall be those as defined in the Memorandum and/or Articles of Association.
- 2.2 If any rule conflicts with the Memorandum and/or Articles of Association then these rules shall be subservient.

3 Membership

- 3.1 Membership shall be available as follows; Standard, Area Rep, Affiliated Club, Life, Corporate and Honorary, and shall be open to anyone on application regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other belief.
- 3.2 Subject to rule 3.3 Ordinary Members shall be those who have submitted a completed application form and paid the subscription fee, or those who have renewed their existing membership by paying the subscription fee within one month of the expiry of the period of their membership.
- 3.3 All new Members shall be on a probationary period of three months. At the end of this period the EC may, if necessary, extend the probationary period by another three months or terminate the membership. If the EC decides that the Membership should be terminated then the subscription fee shall be refunded pro rata.
- 3.4 Honorary Members may be elected by the EC. These may be any persons distinguished for their political, scientific, literary, industrial and administrative capacities, or who have been distinguished in motoring, the cause of motoring in general, rights of way issues or of the Association in particular. Honorary membership will be free. From the honorary members, a General Meeting of the Association may elect an Honorary President, who shall hold office for a period of time as may be determined and varied by a General Meeting of the Association.
- 3.5 The terms and conditions for Affiliated Clubs and Corporate Members shall be determined by Association Policy Documents.
- 3.6 All Members shall be bound by these Rules and all Association Policy Documents, and also by any modification thereof made in conformity with the Rules, and also to accept as final and binding the decision of the EC in the interpretation of these Rules and Association Policy Documents.
- 3.7 Copies of the current Rules and all Association Policy Documents currently in force are available from the Secretary on request.

4 Disciplinary Procedure

- 4.1 Any complaint of misconduct against a Member should be made in writing to the Chairman. Such complaint must indicate who has made the complaint and the nature of it.
Misconduct means:-
 - a) failure to observe the Rules, and or the terms of Association Policy Documents.
 - b) conduct likely to bring the Association into disrepute.
- 4.2 The Chairman should acknowledge receipt of the complaint within 5 working days and will appoint a member of the EC, not associated with the complaint, to conduct a preliminary investigation with a view to determining whether it is a complaint which warrants a full investigation and consideration by the EC. The purpose of this preliminary investigation is to exclude complaints which are frivolous or unsupported by any reliable information or which fall outside the remit of the Association. The investigating EC Member will aim to complete his preliminary investigation within 15 days of receipt and will then decide either that the complaint warrants consideration by the EC or that it does not. The investigating EC Member will communicate the decision to the complainant and the Chairman and in cases where the decision is not to refer the complaint to the EC, the complainant will be provided with a brief statement of the reasons for the decision.

- 4.3 Should the investigating EC Member decide that the complaint should be considered by the EC, the Chairman will inform the Member concerned in writing of the complaint. The Chairman will convene a meeting of the EC giving at least 10 working days notice and will invite the Member being the subject of the complaint and the investigating EC Member to make such oral or written representations as they see fit to the meeting. The investigating EC Member will not participate or vote on the EC's deliberations or decision.
- 4.4 The EC may decide to:-
- a) not uphold the complaint
 - b) uphold the complaint and expel the Member concerned or suspend membership for a specified period
 - c) or take other appropriate action

5 Board of Directors

- 5.1 The authority and responsibility for the transaction of the business of the Green Lane Association Ltd shall be vested in the Board of Directors (BD).
- 5.2 The BD shall consist of a minimum of three Directors.
- 5.3 Members of the BD must have been Ordinary Members of the Association for at least one year when elected.
- 5.4 The members of the BD shall be elected by the Executive Committee and, be subject to termination of Office by resignation at the next Annual General Meeting following their appointment. The retiring members of the BD shall be eligible for re-election.
- 5.5 Three members of the BD shall constitute a quorum.
- 5.6 The members of the BD shall each have one vote in any decision of the BD. Decisions shall be taken by simple majority. Each member of the BD is entitled to one vote regardless of the number of posts held. In the event of a tied vote the Chairman or chair of the meeting shall also have a casting vote.
- 5.7 It shall be the duty of the Secretary to attend in person or by deputy, all meetings of the BD to take minutes of the proceedings.
- 5.8 The BD shall meet as often as necessary, as decided by the BD.
- 5.9 The EC may elect replacement Directors should a Director be unable to continue in office.

6 Executive Committee

- 6.1 The Board of Directors shall delegate the responsibility for the day to day running of the Association to an Executive Committee (EC), who, in addition to the powers and authorities conferred on them by these rules, may exercise all powers and do all acts in furtherance of the objects for which the Association is established or agreed by the Association in General Meeting.
- 6.2 The EC shall consist of the following post holders,
- a) Chairman
 - b) Deputy Chairman
 - c) Treasurer
 - d) Secretary
 - e) Chief Executive Officer
 - f) Communications Officer
 - g) IT Officer
 - h) Membership Services Officer
 - i) Rights of Way Officer
 - j) Magazine Editor
 - k) Ordinary Member
 - l) Ordinary Member
 - m) Ordinary Member
 - n) Ordinary Member
 - o) Ordinary Member
- 6.3 Members of the EC should have been Ordinary Members of the Association for at least one year when elected, but this rule can be waived by the EC in exceptional circumstances.
- 6.4 All members of the EC shall retire from office at each Annual General Meeting and shall be eligible for reappointment.
- 6.5 Six members of the EC shall constitute a quorum.
- 6.6 The members of the EC shall each have one vote in any decision of the EC. In the event of a tied vote the Chairman or chair of the meeting shall also have a casting vote. Decisions shall be taken by simple majority. Each member of the EC is entitled to one vote regardless of the number of posts held. The EC shall vote by secret ballot if any EC Member present so demands.
- 6.7 It shall be the duty of the Secretary to attend in person or by deputy, all meetings of the EC to take minutes of the proceedings.

- 6.8 Where possible, dates for EC meetings shall be set at a previous EC meeting and minutes of each meeting shall be taken and disseminated to each EC Member by any appropriate method as soon as practical after each meeting, but in any case not less than fourteen days prior to the subsequent meeting.
- 6.9 An Agenda will be set for each EC meeting and sent to each EC Member by any appropriate method not less than seven days before the date of any given meeting.
- 6.10 Members may submit items for discussion at the next meeting of the EC. Submissions should be made either by e-mail or in writing to either the Chairman or the Company Secretary.
- 6.11 Any member of the EC who shall, without sufficient reason, absent themselves from three consecutive EC Meetings may be called upon to resign their position upon the EC at the discretion of the EC and after discussion and vote by the EC.
- 6.12 Prior to the EC meeting prior to the AGM, names of any prospective EC Members will be sought and recorded. At the AGM the names of all prospective EC Officers will be announced and votes taken.
- 6.13 The EC shall meet as often as necessary, as decided by the EC.
- 6.14 The Chairman or failing him another member of the EC shall chair the meetings of the EC.
- 6.15 Members of the EC may resign in person at a EC meeting or in writing, such written resignation shall be sent to the Company Secretary and will take effect from the date on such a written resignation, or if no date is affixed it will take effect from the date it is received.
- 6.16 The EC may co-opt any agreeable Member to any vacancy on the EC.
- 6.17 Members may, at the discretion of the Chairman, or in his absence, the chair of the meeting; attend a meeting of the EC for one or more specified agenda items. Requests should be made either by e-mail or in writing to either the Chairman or the Company Secretary.
Such a request would most likely be made in conjunction with a submission under clause 6.10 above.
- 6.18 The EC has the power to set up one or more Committees to discuss specific issues, as laid down by the EC. The Committee will then report back to the EC at the next EC meeting with a final or interim report. Such reports may be accepted, modified or rejected by the EC. Composition of a sub-committee will be not less than three members of the Association as appointed by the EC.
- 6.19 Meetings of the EC may take place by electronic means such as telephone conference calls, video conference calls or by exchange of electronic mail provided that a majority of the members of the EC agree to such meetings taking place by such means and that all other procedural requirements, including a quorum and the taking of minutes, are adhered to and provided also that at least a quarter of the meetings of the EC are held by physically gathering at a pre agreed location.
- 6.20 The Executive Committee shall have power from time to time to adopt and make, alter or revoke Policy Documents for the regulation of the Association and otherwise for the furtherance of the purposes for which the Association is established, provided that such policy documents are not repugnant to the Rules of the Association. All such Policy Documents for the time being in force shall be binding upon all Members. Once reasonable steps have been taken by the EC to inform the membership of the Policy Documents, no Member shall be absolved from Policy Documents by reason of his not having received a copy of the same, or of any alterations or additions thereto or having otherwise no notice of them.

7 **General Meetings**

- 7.1 The Annual General Meeting (AGM) of the Association shall be held annually upon a date and time to be fixed by the EC. The Annual General Meeting shall:- a) Receive from the Treasurer a full statement of account, showing the receipts and expenditure for the last Association year. b) Receive from the EC a report of the activities of the Association during the preceding year. c) Elect the officers of the EC as specified in rule 6.2. d) Settle any remuneration for the Officers of the Association. e) Decide on any resolution which has been duly submitted to the meeting as provided below. f) set the membership subscription rates for the coming year.
- 7.2 It shall be the duty of the Secretary to attend in person or by deputy, all General Meetings of the Association to take minutes of the proceedings.
- 7.3 When Members wish a proposition to be discussed at a General Meeting, the text of such propositions shall be sent to the Secretary at least sixty days before the date of such meeting, so that it may be included in the Agenda. A draft copy of the Agenda shall be sent to each Member at least twenty one days prior to the meeting, but the fact that any member has not received a copy of the draft agenda shall not invalidate the proceedings. Business, which is not included on the agenda, shall be discussed at the meeting under the heading of 'Any other business'. Should the proposer of any motion fail to move a resolution in respect of the relevant item on the Agenda, then any other member shall be entitled to do so.
- 7.4 No-one can take part in a General Meeting unless they are a paid up Member.
- 7.5 Every person with a right to be present, subject as provided below, may exercise one vote. The Chairman shall not vote except in the exercise of a casting vote. **At all General Meetings, a simple majority of votes will decide a resolution.** At any General Meeting 30% of Members present may demand a postal vote of the whole membership on that resolution, and there upon the decision on that resolution shall be adjourned to a time and place to be named by the Chairman, and the decision of the Members, as shown by such postal vote, shall be reported to the adjourned meeting, and shall be deemed to be the decision of such a meeting.
- 7.6 A member may appoint another member as their proxy to vote at any General Meeting in their place. The instrument appointing a proxy shall be in writing, under the hand of the appointer, including their name, address and membership number, and shall be deposited with the Secretary not less than one hour before the appointed time for holding the meeting or

- adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the meeting or adjourned meeting at which it is executed.
- 7.7 An Extraordinary General Meeting may be convened by direction of the EC, or on a requisition to the Secretary stating the business for which the Extraordinary General Meeting is required and signed by not less than 30% of the Membership. If the meeting so requisitioned is not convened within one month, the said 30% of Membership may convene such a meeting, 30% of the Membership shall form a quorum.
- 7.8 General Meetings of the Association shall be chaired by the Honorary President, in the absence of an Honorary President a General Meeting may be chaired by the Chairman of the Association or other member if necessary.
- 8 **Communications with External Bodies**
- 8.1 Any communications with external bodies on behalf of the Association must have the approval of the Communications Officer, except in a situation where the Communications Officer is unavailable, in this situation documents or replies can be sent provided they have the approval of the at least two EC members. Such documents or replies will be promulgated to the EC after their transmission.
- 8.2 Members may communicate with external bodies but must sign as an individual and must not freely mention that they are members of the Association. If in the course of these communications members allow the fact of their membership of the Association to become known they must make it clear that such communication is in a private and personal capacity and that their views may not be taken as representing those of any official views expressed by the Association.
- 8.3 Nothing in this section shall inhibit any Area Representative from communicating with external bodies within their own designated area in the name of the Association. **However, no legal proceedings shall be instigated without written authority from the EC.**
- 9 **Alteration of Rules**
- 9.1 Any modification may be made in these Rules by a unanimous vote of the EC and must be ratified by the next General Meeting of the Association.
- 10 **Association Policy Documents**
- 10.1 Association Policy Documents may be submitted by any member to the Secretary and will be presented to the EC as an agenda item, as per rule 6.10. If approved by the EC (complete with any modifications) the Association Policy Document will be accepted as Association Policy.
- 11 **Use of Association Name, Address, Property or Badge**
- 11.1 The name, address, property or badge of the Association shall not be used by a member for trade advertising, business purposes or in connection with any legal proceeding without the written consent of the EC.
- 11.2 The Association reserves the right for the EC to take suitable action where the Association's name, address, property or badge is used without authority.
- 12 **Monies of the Association**
- 12.1 All monies of the Association shall be banked at the direction of the Treasurer in the name of the Association, and no disbursements shall be made there unless authorised by the EC.
- 12.2 The Green Lane Association is a non-profit organisation, and its funds are invested in promoting the Company's objectives as set out in its Memorandum of Association.