

RULES OF THE
SANDWELL COMMUNITY INFORMATION AND
PARTICIPATION SERVICE LTD

Pursuant to Article 58, the following rules have been adopted to further regulate the affairs of the Company.

MEMBERSHIP

1. The directors on admitting to membership any Group Member shall require that member to nominate not more than two authorised representative of it from time to time.
2. Applications for membership shall be submitted in writing to the Company Secretary with all appropriate details of the applicant or applicant organisation.
3. Any nomination or removal of a group Member representative shall be valid only when communicated to the Company Secretary in writing by an officer or other person having ostensible authority to act on behalf of the Group Member.
4. The Company is a non-political body and no elected member of the Local Authority or Officer of the Authority shall be eligible in that capacity to attend Company meetings without prior invitation.
5. Subject to article 2 (2) any individual or Group member wishing to cease membership of the Company must give formal written notification to the Company Secretary.
6. 6.1 The Board of Directors of the Company may, for good and sufficient reason, {suspend or} terminate the membership of any member and shall give reasons for such {suspension or} termination. Any member {so suspended or} whose membership is terminated may appeal to and be heard at the next following general meeting of the Company, provided notice on intention to appeal is given with {14} days of the date of notice of {suspension or} termination.

6.2 The Company in general meeting by ordinary resolution shall have the right for good and sufficient reason, and after hearing any representation by the relevant member, to terminate the membership of any member.

6.3 All rights of membership shall cease on the making of the Boards decision to rule 6.1 but shall be reinstated as at and from the decision of the company in General Meeting pursuant to the rule on appeal, if appropriate.
7. It is a condition of membership that all members or their authorised representatives conduct themselves in a reasonable manner at meetings or in premises used by the Company or whilst conducting business on behalf of the Company. Any member or authorised representative may be excluded by the Chair with the sanction of any ordinary resolution from

any relevant meeting for breach of these conditions, whether or not provision of Rule 6 is invoked.

CONDUCT OF BUSINESS

8. The Board of Directors shall as far as possible represent the multi-racial character of the Metropolitan Borough of Sandwell.

9. There shall be not less than 4 general meetings of the Company held in one year.

PROCEEDINGS AT THE ANNUAL GENERAL MEETING

10. The Annual General Meeting of the Company shall take place each year and not more than 15 months will elapse between each Annual General Meeting.

11. At the Annual General Meeting:-

- (1) The directors shall present the annual report of the Company;
- (2) A report of the activities of each sub-committee will be represented;
- (3) The Company's auditors shall present audited accounts for the financial year;
- (4) The directors and the Company's auditor for the next year shall be appointed. Elections shall be held for the vacancies on the Board and for the Auditor.
- (5) Officer positions for the Chair, Vice-Chair, Treasurer and Honorary Clerk to the Board will be filled once incoming directors have been appointed on a ballot.

HONORARY CLERK TO THE BOARD

12. The Honorary Clerk to the Board shall have such duties as may from time to time be assigned to him by the Board, but no such duties shall detract from or impinge upon the role and duties of the Company Secretary in that office or otherwise as an employee of the Company.

SUB-COMMITTEES

13. (1) The directors shall determine on appointment to terms of reference of any sub-committee, which may then act and apply any finance raised by itself or on its behalf only within those terms. The Chairperson and Treasurer of the Company shall be ex-officio of any sub-committee.

(2) All sub-committees shall keep proper accounts of income and expenditure, and a proper record of all meetings, and shall report on them or deliver them up as required by the directors.

(3) All directors may dissolve any sub-committee at any time whereupon the accounts, records and assets of the sub-committee (financial or otherwise) shall be transferred to the directors.

(4) A member of any sub-committee who is absent for more than three consecutive meetings of his sub-committee, without tendering apologies, will automatically cease to be a member of that sub-committee and may only be reappointed by a decision by the Board of Directors.

14. Any director, member or the authorised representative of a Group Member, may be delegated by the directors to represent the Company in any dealings with any other body. Such delegate shall act solely on and within the instructions of the directors and shall fully report back to them on a regular basis.

DUTIES OF OFFICERS

15. CHAIRPERSON (or in his absence the Vice-Chairperson or other director) shall preside at meetings of the directors and of the company in general meeting.

16. The TREASURER shall ensure that proper accounts of the Company's income and expenditure are kept and report on them or deliver them up as required by the directors. Any accounts kept shall be audited by a qualified accountant appointed by the membership at the Annual General Meeting.

17. The SECRETARY shall be responsible for ensuring all meetings are convened in accordance with the articles. She/he shall maintain any sub register as is required by the Companies Act 1985 and in all respects ensure all statutory provisions relating to the administration of the Company are complied with.

REIMBURSEMENT OF EXPENSES

18. Directors and members of the authorised representatives of Group Members shall be reimbursed all reasonable out-of-pocket expenses incurred in the course of attending meetings of, or on behalf of, the Company providing such expenses are properly vouched.