



Rules and Regulations
of
The European Social Network

EUROPEAN SOCIAL NETWORK (ESN)
RULES AND REGULATIONS
(TO BE READ IN CONJUNCTION WITH THE
MEMORANDUM & ARTICLES OF ASSOCIATION)

Note: in the event of a conflict between the Memorandum & Articles of Association (i.e. the main constitution) and these rules and regulations the Memorandum & Articles of Association shall take precedence

Membership

Applications for voting membership of ESN may only be made by "Social Service Associations" as defined at the end of these Rules and Regulations. Applications for non-voting membership of ESN may be made by any other organisations with an interest in European social service issues. By Europe is understood those countries that are members of the Council of Europe. The Chief Executive will consider all applications for membership (whether voting or non-voting membership) and shall recommend to the Board of Trustees for approval applications that meet the relevant membership criteria.

Each member organisation shall act through its nominated representative as notified in writing to ESN or through such substitute representative as it shall notify in writing to ESN from time to time. A person may act as the representative of more than one organisation on obtaining the prior approval of the Board of Trustees, such approval not to be unreasonably withheld.

The Board of Trustees reserves the right to terminate the membership of any organisation which fails to pay the annual subscription within six months after it falls due but will look sympathetically at any relevant mitigating factors.

Board of Trustees

Whilst the relevant provisions of ESN's Memorandum & Articles of Association (i.e. its formal constitution) envisage trustees being elected or re-elected annually by the members, the intention of the current Board of Trustees and (as the business committee understands it) of the membership of ESN is that the Board of Trustees shall consist, and continue to consist, of the same organisations as are voting members of ESN.

Each trustee shall act through its nominated representative as notified in writing to ESN or through such substitute representative as it shall notify in writing to ESN from time to time. A person may act as the representative of more than one organisation on obtaining the prior approval of the Board of Trustees, such approval not to be unreasonably withheld.

Trustees will not be entitled to benefit financially from the activities of ESN but individual representatives may receive expenses in connection with their responsibilities.

The Board of Trustees may also nominate other persons from time to time to advise or provide expertise as appropriate in a non-voting capacity.

Trustees will receive a copy of ESN's trustee guide, informing them of their responsibilities.

Resignation of corporate membership or trusteeship

Organisations that no longer wish to be members or trustees of ESN, or who wish to retain their membership but wish to relinquish their Board trusteeship, shall inform the Chair and Chief Executive accordingly.

Election of Officers

A corporate trustee which is elected to the position of chair, vice chair or treasurer (an "officer position") shall try to ensure that the individual who represents it in the relevant officer position is acceptable to the trustees as a whole and that such individual will continue to serve as that corporate trustee's representative (both in its capacity as a trustee and as an officer) for the full term for which that corporate trustee holds an officer position.

If a corporate trustee which is elected to an officer position wishes to nominate one person as its representative in its capacity as an officer of ESN and a separate person as its representative in its capacity as a trustee then it may (but shall not be obliged to) do so, provided that if it does choose to nominate two separate representatives in these circumstances the representatives shall between them only be entitled to one vote in respect of any decision that falls to be made by the trustees.

Chair

The Board of Trustees shall elect or re-elect a Chair, from amongst their number, for a period of two years at the Conference Board Meeting (CBM). Nominations for Chair (and for other officers; see below) will be invited prior to the CBM and circulated to all trustees. Should there be more than one organisation applying for the position, a ballot will be organised one month prior to the CBM and take place at the CBM.

Treasurer (Honorary)

The Treasurer will be elected according to the same procedure as for the Chair, again for a period of two years, and will monitor the correct use of funds on behalf of the trustees, day to day operational responsibility for budget management resting with the Chief Executive.

Vice Chair

The Vice Chair will also be elected by the Board according to the same procedure as for the Chair, again for a period of two years, and will stand in for the Chair as necessary.

Chief Executive

The Chief Executive is employed by and responsible to the Board of Trustees for the management of ESN and also acts as its company secretary.

Members' Meetings

ESN will convene an Annual General Meeting to which it will invite all members, and it may also convene Extraordinary General Meetings if the need arises. Decisions requiring a change in the constitution will require a 75% majority of those members who are present.

Board Meetings

ESN will convene three Board meetings a year. The Board of Trustees may also meet at other times to enact decisions so long as a quorum i.e. one third of the full (voting) Board is present. If there is not a quorum, the Board can hold a further meeting at which it can enact the business of ESN.

Business Committee

The Board delegates regular operational decision-making responsibility to the business committee (to include financial matters; strategy; conference; risk review; other operational business matters). The business committee is composed of the Chair, Vice Chair, Honorary Treasurer and Chief Executive who also acts as company secretary. Trustees will be notified of future committee meetings and all trustees may attend any business committee meeting. The business committee can co-opt additional trustees or other persons from time to time to assist or advise in relation to specific areas of work.

The business committee will produce minutes which will be sent to trustees within a month of the relevant meeting. The Treasurer will collate six monthly interim and final accounts and present them to the trustees at a Board meeting.

Other committees may be established if sufficient trustees consider it helpful to the running of ESN. Such a proposal from a trustee seconded by a second trustee should be submitted to a Board meeting for discussion. Approval will require a majority vote by the Board.

Definition of "Social Service Associations"

The term "Social Service Associations" includes the following:-

- (a) national and regional social service associations;
- (b) associations or groupings of directors of local public services, whether such directors are responsible for social services or are responsible for other services such as health, employment, social security, education or other public services; and
- (c) other strategic national or regional public authorities which bring together the functions of social services.

Financial Year

ESN's financial year is the calendar year.

Establishment

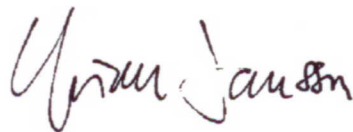
The European Social Network was established on 16th August 1999.

Company Number: 3826383

Charity Number: 1079394

Legal Responsibility

As Chief Executive, John Halloran is empowered on behalf of ESN to act as its representative with regard to the European Commission, national governments and other service organisations and suppliers.



Lars-Göran Jansson
Chair ESN