

- Name** The name of the group is Applied Client Network UK (hereinafter the “Group”). The legal entity of the Group is the Committee for the time being of applied Client Network UK
- Purpose and Activities** The Group exists to:
- provide an independent and effective forum for discussion and information exchange between Members
 - influence collectively the development of Applied Systems UK software systems (“Software”)
 - represent Members collectively in bringing matters of concern to the attention of Applied Systems UK to enable Members to improve their efficiency in use of the Software via the provision of training or other appropriate means.
- The general guidance principle is that of “Users helping Users”.
- The Group is a non-profit-making organisation and funds are held for the benefit of Members.
- No warrant is given neither is any liability accepted relating to the accuracy or suitability of any advice or opinion given by one Member to another, or by the Group to Members,
- Membership** Full Membership is open to any organisation, on payment of the Membership Subscription Fees, which use software supplied by Applied Systems UK. Individuals are permitted to become Full Members in the case of sole traders.
- Full members have access to all the services provided by or to the Group from time to time.
- Associate Membership is open to any organisation which uses software supplied by Applied Systems UK.
- Individuals are permitted to become Associate Members in the case of sole traders.
- Associate members shall have access to a limited range of the services provided by or to the Group as advised from time to time.
- Associate members have no voting rights within the Group.
- Partner Membership is available to other individuals or organisations which have an interest in the promotion and/or use of the Software. This includes but is not limited to:
- Consultants providing Software-related advice or services
 - Prospective users of the Software for evaluation purposes
 - Insurance companies which have a relationship with Applied Systems

Partner members have no voting rights within the Group.

All Full or Partner Members are required to pay a subscription fee by monthly standing order. In respect of Full member's failure to do so will immediately become Associate members. In respect of Partner member's failure to do so will immediately terminate their membership. Full, Partner or Associate Membership may also be terminated by mutual consent of the parties, for example if a Member ceases to use the Software.

Full or Partner Membership is conferred by the Committee on receipt of a completed Application Form and payment commitment from the prospective member.

No Member or individual will have an ownership or property right in Group funds, property or other assets.

There is no limit to the number of persons from a Member attending meetings but voting is limited to one per Full Member.

Membership Subscription Fees

The Committee will assess yearly membership fees and may charge other fees for attendance at training events, the annual conference and any other special events. Members agree to pay these fees as a condition of their membership.

As at 1st January 2016, the fees are as follows:

Full Member: £30 per month

Partner Member: To be decided by the Committee on a case by case basis

Associate Member: No Charge

Meetings: Nominal charge may be made to cover refreshments of at least £10 per delegate attending. An Associate member may attend one meeting only.

Training: £60 deposit for each Full Member registering but free thereafter

In the event of non-payment, the amount(s) outstanding become a contractual debt at the option of the Group. In addition, the Group may at its option immediately cancel the membership of any defaulting Member.

Associate members may be invited to attend Training at the discretion of the Committee and at a charge to be agreed by the Committee.

New Members may be offered a reduced initial payment at the Committee's discretion.

The Group's funds shall be held in interest-earning UK bank or Building Society accounts, as deemed appropriate by the Committee.

Income may also be derived from sponsorship received from Applied Systems UK and/or Insurance Companies and/or other interested parties. Sponsorship conveys no rights of access to or authority over the Group or its Members.

**Group
Structure and
Officers**

A Committee will be established to ensure the good governance of the Group. The Committee will be composed of elected Treasurer and Office of the Chair positions of Vice Chair/secretary, Chair and Immediate Past Chair. In addition, any other volunteer persons co-opted by the Committee after it is established..

All such persons must be employees of a Full Member of the Group:

The Committee may employ an Administrator using Group funds, if it is deemed appropriate. The Committee will agree in advance major expenditure incurred on behalf of the Group. Individual Officers are authorised to incur expenditure but obtain consent from the other Officers.

Chair

Duties:

- Preside at all Group meetings or appoint a deputy from the Committee if absence is unavoidable
- Be the principal liaison between the Group and Insurecom Ltd
- Oversee and supervise all Group activities
- Have authority to sign contracts, cheques and other legal documents as appropriate
- Appoint the Administrator as and when required
- Hold the casting vote on Committee matters

**Vice
Chair/Secretary**

Duties:

- Take, or arrange to be taken, Minutes for each meeting of the Group.
- Prepare and circulate, or arrange for preparation and circulation of, agenda, papers and minutes for Committee meetings and for the AGM.
- Co-ordination of User Group Meetings and Annual Educational conference
- Participation in all Committee meetings and votings
- Liaise & deal (where appropriate) on any legal / contractual issues
- Act as Principal point of contact and line manager for the Group's Administrator / employee
- And assist Committee (where appropriate) on all other member / training issues.

TreasurerDuties:

- Supervise all financial affairs of the Group
- Ensure statutory returns are completed promptly and correctly and have the accounts audited
- Have authority to sign cheques, collect income and make disbursements necessary to carry on the activities of the Group
- Provide a regular Treasurer's Report to the Membership
- Prepare budgets and provide interim financial reports for the Group
- Record membership subscription fees and pursue outstanding debtors
- Authorise discretionary emergency disbursements on behalf of the Group, with the permission of the Chair.

In addition, the following non-elected individuals may sit on the Committee:

Immediate Past ChairDuties:

- Assumption of the duties of any vacated Committee post pending appointment of a successor
- Support and advice for the Committee via an ex-officio role within the Committee

AdministratorDuties:

- Carry out general administrative work on behalf of the Group
- Record minutes of all meetings
- Maintain Membership records
- Publish all minutes of Member meetings
- Publish and distribute agendas for Member meetings
- Co-ordinate and distribute all mailings to Members
- In conjunction with the Secretary, organise all Meetings including annual conference, and handle administration for same
- Maintain the Applied client Network UK website

TrainingDuties:

Any person designated as Training Committee will arrange the annual training program and in conjunction with the Administrator distribute and administer this program to the membership.

Co-Opted

Any other person who is employed by a Full Member may be co-opted by the Committee.

General Comments

All officers of the Group are volunteers apart from the administrator who will be a paid employee. No Member may be represented by more than one elected officer.

- Election:** Elections will take place at the Autumn Membership meeting. The Group will invite nominations from the Membership and make the names known to Members in advance of the Meeting at which elections are to take place. Special elections may take place at any time in the event of Officer roles becoming vacant. The Committee are authorised to appoint an Officer mid-term to fill a vacancy, but this post must be confirmed by the Members at the next Membership meeting.
- Term:** (a) Office of the Chair. members elected to the Office of the Chair will serve one term, serving two years each as Vice Chair, Chair, and Past Chair.
(b) Treasurer. members elected to the Treasurer position will serve a two-year term, and can be re-elected for a total of three consecutive terms.
- Resignation:** A Committee Member may resign in writing submitted to the Chair. This will be effective from the date requested or if no date is specified from the date that the resignation is accepted as decided by the Chair.
- Removal:** A Committee Member may be removed from post if their employer ceases to be a Member of the Group, or in the event of Members merging such that they have more than one representative amongst the elected officers. In certain circumstances, such as gross misconduct a Committee Member may be removed from post by a vote of the other Committee Members.
- Vacancies:** The Immediate Past Chair takes any vacant office. In the event of there being more than one vacancy, the Immediate Past Chair takes the higher office and a special election shall be held to appoint the other officers.
- Sub Committees:** The Committee may at its option nominate member representatives to set up sub-committees for specific purposes.

Meetings

The Group will conduct annually at a suitable accessible venue the following Meetings open to and for the benefit of Members:

- Two one-day Membership meetings –
- One two-day Conference –

The Autumn Membership Meeting will be the Annual General Meeting in addition to any other business usually transacted.

In addition, the Committee will hold meetings open to the Officers only, at least twice a year and preferably before the member meetings are held. Committee meetings may if agreed by the participants take place in person, or via telephone or video conference or similar facilities.

If the Committee or 20% of the Membership require it, a Special Membership Meeting may be held to discuss and agree significant issues affecting the Group.

Notice of all meetings will be given to Members at least twenty-one days in advance.

Non-Members and Associate members may attend Membership Meetings at the discretion of the Committee, but have no voting rights.

Quorum:

The quorum is the minimum number of members necessary to conduct the business of the group.

The Quorum for Committee Meetings shall be 3 Officers.

The Quorum for Membership Meetings shall be 10 Full Members.

Voting:

Significant changes to the Group or its activities shall be decided by the Membership on the recommendation of the Committee. Such votes shall take place at User Meetings. Each Full Member firm (or individual in the case of a sole trader) is entitled to one vote. If a Full Member sends more than one representative to a Meeting then only one of these may vote, and the Full Member must make its intentions clear to the Committee.

Membership action will require a majority vote of those Full Members physically present at Meetings. If at a future date, videoconference or other electronic facilities become secure, widespread and accepted practice, this will be regarded as physical presence.

Proxy voting is not permitted. Representatives of Full Members must be employees of those Full Members.

Only committee members may vote at a committee meeting.

Insurance

Provided reasonable terms are commercially available, the Group will arrange suitable and appropriate insurance protection for its assets and liabilities, including but not limited to:

- Loss or damage cover including theft for Group property
- Employer's Liability
- Public and Products Liability
- Management Liability (Directors & Officers)
- Business Travel

What is suitable and appropriate will be decided by the Committee. By preference a Member firm should be used to place the covers but in the event, that such a firm cannot assist, this should not prevent the placing of cover.

Constitution This document is the governing agreement for the Group.

Amendments to this constitution may be made at a Member meeting if notice is given to Members twenty-one days before the meeting, and subject to majority agreement of Members present at such meeting. Members wishing to propose changes to the Constitution must submit their request to the Committee in writing. The Committee will decide on whether to formally propose these changes to the Membership.

Notice in this context will include an explanation of the amendment and the reasons for it.

The Committee is hereby authorised to make minor amendments which do not materially affect the rights or responsibilities of Members, at any time, subject to notification of the changes to members at the next Member meeting.

Dissolution The Group may voluntarily dissolve if the Membership falls below a level where operation is uneconomic, taking into consideration all relevant factors.

In the event of the dissolution or liquidation of the Group, and after payment of legal debts and liabilities, all remaining assets shall be distributed to an organisation or organisations operated exclusively for charitable and educational purposes.

Allowed Expenses The following expenses will be assumed by the Group:
Printing, postage, telephone, fax, web hosting and email costs
Overnight accommodation and expenses for guest speakers/presenters when necessary provided these are reasonable and approved by the Committee.
Other expenses reasonably incurred for the Group, and approved by the Committee.
Amounts more than £50 shall be approved by at least 2 Officers.

Miscellaneous Provisions The Group will abide by UK law, and all financial transactions will be in British Pounds currency.

Information passed between the Group and its Members is regarded as confidential and will be treated with respect. The Group will not provide Membership details to any third party other than Insurecom Ltd and then only on the basis that Members are already users of the Software.

Communications sent on behalf of the Group will be in a durable medium, which may include letter, email or fax.

The Group fiscal year shall begin on 1st January and end on 31st December.

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