

ATIC PARTNERSHIP PROTOCOL

Statement of Intentions

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Association of Agencies and Trainers for Involved Communities PARTNERSHIP PROTOCOL (ATIC)

DATE:

1 BACKGROUND

- 1.1 This document is a 'partnership protocol' and is hereafter referred to in this document as "the Protocol" or "this Protocol". It defines the intended respective roles and responsibilities of the members of ATIC as defined in the definitions table (in Section 2 below). The Protocol provides a framework for the various members to work together to achieve the objectives set out in ATIC's mission statement (set out at 1.4 below).
- 1.2 As there is no intention for the members of ATIC to carry on business together with a view to making financial gains, there is no legal partnership between the parties within the meaning of the Partnership Act 1890.
- 1.3 The mission statement of ATIC ("the Mission Statement") is to "Act as an association of providers of professional services, which enable and empower local communities to influence, manage and control services which impact their neighbourhoods. ATIC will do this by promoting and representing Members' views; promoting high standards in the provision of professional services; promoting cooperation between Members; and disseminating public information for democratic community control. ATIC is committed to working in accordance with Co-operative principles".
- 1.4 In short, ATIC seeks to enable the effective promotion and support of communities setting out to serve their neighbourhoods and improve services through community based organisations; the Protocol enables Members to work effectively together to do this.

2 DEFINITION OF TERMS

- 2.1 In this Protocol the following words and expressions have the following definitions:

“Chair”	The person responsible for running each meeting of the Members and of the Management Group and ensuring that meetings are run in accordance with this Protocol. The person is elected in accordance with paragraph 3 of Appendix 1 (Management Procedures)
“Dispute Protocol”	The primary means of settling disputes between Members, as set out in Appendix 3 (Dispute Protocol)
“Management Committee Procedures”	The procedures governing the Management Committee as it meets makes decisions, as detailed in Appendix 1 (Management Procedures)
“Management Committee”	Those Representatives of Members who make the day-to-day decisions relating to ATIC
“Member”	An organisation or individual which or who forms part of ATIC by complying with the requirements of the Members’ Procedures;
“Members’ Procedures”	The procedures governing the Members as they meet and make decisions, as detailed in the Members’ Procedures
“Representative”	An individual person representing a Member nominated in accordance with Clause 3.10 and being (initially) that person listed at Appendix 4 (Representatives); “Representatives” is to be construed accordingly
“Secretary”	The person responsible for arranging all meetings, whether of the Management Committee or the Members, ensuring that all entitled to receive notice of meetings do so, and keeping an up-to-date record of all Members and Representatives. The person is elected in accordance with paragraph 3 of Appendix 1 (Management Procedures)

3 JOINT COMMITMENTS

All Members and their Representatives (so far as is applicable to individuals) will work together to develop the proposals for ATIC;

- 3.1 be sympathetic to the Mission Statement and seek to further its objectives;
- 3.2 establish and recognise the work of the Management Committee;
- 3.3 acknowledge the specific roles given to each of the parties to this Protocol;
- 3.4 acknowledge acceptance of the managing principles set out in Appendix 1 (Management Committee Procedures);
- 3.5 promote awareness and use of this Protocol within their own organisation;
- 3.6 comply with their own organisation's duty for Representatives to act against personal and vested interests;
- 3.7 comply with the requirements of their own organisation regarding declarations of interest;
- 3.8 comply with the Dispute Protocol (set out at Appendix 3) where Members are in dispute with one another over a matter relating to ATIC;
- 3.9 ensure they nominate a Representative to represent their organisation for general communication purposes. The Representative is responsible for ensuring compliance of their own organisation with this Protocol and should be authorised to make decisions and resolve any issues arising during the operation of this Protocol on behalf of their own organisation;
- 3.10 accept that the Management Committee acts as arbiter in determining whether or not a request for information is reasonable; and
- 3.11 comply with all requirements imposed by the Data Protection Act 1998 (as amended) and associated legislation when dealing with personal data.

4 ROLE AND RESPONSIBILITIES OF THE MANAGEMENT COMMITTEE

- 4.1 The Management Committee is responsible for taking the day-to-day decisions necessary to establish ATIC.
- 4.2 The Management Committee will work to set up and maintain ATIC internet site and such other tasks as are given it by the Members from time to time.
- 4.3 The Management Committee meet and make decisions in accordance with the Management Committee Procedures (set out at Appendix 1)

5 ROLE AND RESPONSIBILITIES OF THE MEMBERS

- 5.1 The Members are responsible for looking after the 'big picture' of ATIC. Together, they take the key decisions needed to achieve the objectives set out in this Protocol.
- 5.2 The key decisions to be taken by the Members include:
 - 5.2.1 any change to this Protocol;
 - 5.2.2 the suspension of a Member from ATIC;
 - 5.2.3 those relating to termination of the Protocol under Clause 6 (below); and
 - 5.2.4 others agreed from time to time by the Members.
- 5.3 The Members meet and make decisions in accordance with the Members' Procedures.

6 TERMINATION OF PROTOCOL

- 6.1 This Protocol will terminate:
 - 6.1.1 if 75% or more of the Representatives present and voting at a Members' Meeting vote to disband ATIC; or
 - 6.1.2 if 75% or more of Representatives present and voting at a Members' Meeting vote to incorporate ATIC as a company
 - 6.1.3 In the case of 6.2 above, this Protocol will continue to operate until such time as the company is incorporated.

7 PARTNERSHIP

- 7.1 Nothing in this statement will create any partnership between the parties.
- 7.2 This statement is not meant to be binding nor create any legal obligations on the parties to it. It is simply a statement of intentions.

8 REPRESENTATIVES

- 8.1 For the purposes of this agreement the initial Representatives are those individuals listed in Appendix 4 (Representatives).

The parties confirm their intention to keep to the terms of this statement of intentions by signing the appropriate membership form and agreeing to adhere to the terms of this protocol.

APPENDIX 1

MANAGEMENT COMMITTEE PROCEDURES

1 **Becoming a part of the Management Committee**

- 1.1 The Management Committee is made up of not fewer than 5 nor more than 12 Representatives.
- 1.2 Subject to 1.2.2, each person on the Management Committee is elected to the Management Committee for a term of one year. Election is by the Members at the Annual Members' Meeting (as further detailed in Appendix 2 – Members' Procedures).
- 1.3 If a Representative ceases to be part of the Management Committee at any time other than the end of their one year term, then the Management Committee may agree to co-opt a replacement from the same or a different Member. The term of any replacement Representative elected to the Management Committee in this way will run to the next Annual Member's Meeting.
- 1.4 A Representative on the Management Committee may stand for re-election at the end of his or her term.
- 1.5 The Management Committee may invite other ATIC members other than those elected under paragraph 1.3 (above) to its meetings. Those invited in this way may contribute to discussions and do have the right to vote.
- 1.6 In the event that the management committee has fewer than 5 members at any time, it may meet for the purpose of co-opting additional members only and a decision so to co-opt shall be valid in these circumstances.

2 **Ceasing to be part of the Management Committee**

- 2.1 A Representative will cease to be part of the Management Committee if:
- 2.2 the Representative's one year term comes to an end and they are not re-elected to the Management Committee;
- 2.3 the Member that the Representative represents is suspended from ATIC (as further detailed in Appendix 2 – Members' Procedures);
- 2.4 the Member that the Representative represents leaves ATIC;
- 2.5 the Representative resigns from the Management Committee by way of formal letter or email to the Secretary;
- 2.6 the Representative becomes incapable by reason of mental or physical illness or injury of dealing with their own affairs;

- 2.7 the Representative is absent from three out of four consecutive meetings of the Management Committee and the Management Committee passes a resolution for their cessation by a majority;

3 Officers

- 3.1 The Management Committee shall elect a Chair, a Secretary and a Treasurer.
- 3.2 The Chair is responsible for running each meeting of the Management Committee and those of the Members.
- 3.3 The Secretary is responsible for arranging all meetings, whether of the Management Committee or the Members, and must ensure that all entitled to receive notice of meetings do so. The Secretary is also responsible for keeping an up-to-date record of all Members and Representatives.
- 3.4 The Treasurer is responsible for collection of member fees and reporting on ATICs financial assets.

4 Management Committee Meetings

- 4.1 The Management Committee must meet face to face at least twice a year, but is otherwise free to arrange its own meetings. Business decisions of the committee or the members can be made by the way of telephone conference.
- 4.2 Each meeting of the Management Committee must take place on at least 7 days' notice (not including the day the notice is sent or the day of the meeting).
- 4.3 A meeting may only take place if it is quorate. A quorum is 3 of the Management Committee members.
- 4.4 Wherever possible, any papers relating to the business to be discussed at the meeting should be circulated in advance to the Management Committee by the Secretary.
- 4.5 The Chair shall chair all meetings of the Management Committee. If the Chair is absent the Management Committee shall choose another person to chair their meetings.
- 4.6 The Management Committee may set up sub-committees to deal with different aspects of ATIC activities. The Management Committee may make rules for the conduct of each sub-committee.
- 4.7 The Management Committee shall take minutes of what happens at a meeting of the Management Committee or any sub-committee.
- 4.8 The Management Committee can change the rules governing how it conducts meetings by way of a decision at a meeting of the Members.

5 Decisions

- 5.1 The Management Committee shall make decisions by a majority vote. Each Representative on the Management Committee shall have one vote.
- 5.2 The Chair shall not have a casting vote if the votes are even.
- 5.3 No Representative on the Management Committee shall be allowed to vote on an issue in which they have any personal interest. Such an interest includes an interest in any contract entered into by the Management Committee. The Representative must declare the interest at the meeting as soon as they are aware of it. The Representative's involvement in the discussion of such issues is at the discretion of the Management Committee.

APPENDIX 2

MEMBERS' PROCEDURES

1 Becoming a Member

- 1.1 Any corporate body or individual can become a member of ATIC if they:
 - 1.1.1 provide professional services designed to develop, promote and sustain democratic community control over public, housing and environmental services which have a direct impact on the quality of life within neighbourhoods;
 - 1.1.2 apply to the Secretary to become a member;
 - 1.1.3 are approved by the Management Committee; and
 - 1.1.4 sign up to this Protocol.

2 Ceasing to be a Member

- 2.1 A Member will cease to be a Member if:
 - 2.1.1 the Member writes a formal letter or email to the Secretary of ATIC resigning as a Member; or
 - 2.1.2 subject to clause 2.2 a resolution is passed that the Member have its membership terminated for:
 - 2.1.2.1 failing to adhere to this Protocol; or
 - 2.1.2.2 bringing ATIC or any of its Members into disrepute.
- 2.2 Before a vote is taken on such a resolution the Representative of the Member in question has the right to speak to those present at the Members' Meeting to explain the actions of their own organisation.
- 2.3 Before a Member can propose a resolution under clause 2.1.2, that Member and the Member subject to the proposed resolution must follow the procedure set out in the Dispute Protocol (Appendix 3).

3 Meetings

- 3.1 All Members must meet face to face at least twice a year. One of these meetings will be the Annual Members' Meeting and this must be designated as such by the Secretary.
- 3.2 The Members can meet via telephone conference upon demand; meetings are arranged by the Secretary.

- 3.3 Any Member may submit items to the Secretary for the agenda or put forward a resolution. The Member shall send the resolution to the Secretary and a vote shall be taken on it at the next Members' Meeting. A Member proposing a resolution may withdraw or amend it any time before notice of the Meeting is given by the Secretary.
- 3.4 Each meeting of the Members must take place on at least 7 days' notice (not including the day of posting or the day of the meeting). The Secretary shall include the resolutions to be discussed at the meeting in the notice.
- 3.5 Wherever possible, any papers relating to the business to be discussed at the meeting should be circulated in advance to all Members by the Secretary.
- 3.6 A meeting may only take place if it is quorate. A quorum is one quarter of the Members
- 3.7 The Chair shall chair all meetings of the Members. If the Chair is absent the Members shall choose another person to chair their meetings.
- 3.8 The Secretary shall ensure that minutes are taken of what happens at a meeting of the Members.
- 3.9 The Members can change the rules governing how they conduct meetings by way of a decision at a Member's Meeting.

4 Decisions

- 4.1 Subject to 4.3 and 4.4 below, the Members shall make decisions by a majority vote. Each Member present shall have one vote. No voting is permitted by proxy or post.
- 4.2 If the votes are even, then the resolution is not passed.
- 4.3 As an exception to the general principle, the following decisions require 75% or more of those Members present and voting on a resolution for it to be passed:
 - 4.3.1 a change to this Protocol;
 - 4.3.2 the suspension of a Member under paragraph 2.1.2 above; or
 - 4.3.3 any resolution passed under Clause 6 (Termination);
- 4.4 A decision may also be made by the Members without a Members' Meeting if a written resolution is passed. The wording of a written resolution will be agreed by the Management Group and circulated to all Members by the Secretary. It will be passed if 75% or more of Members agree to it. The only decisions that require a Member's Meeting (and so cannot be made by written resolution) are those set out at paragraphs 4.3.2 and 4.3.3 above.

APPENDIX 3

Dispute Protocol

1. In the event of any dispute, disagreement or other claim or damage arising between any Member or Members and any other Member or Members, then the parties to the dispute shall follow the steps below in an attempt to resolve it. The parties to the dispute should act in good faith throughout.
2. The complaining party shall specify the grounds of its complaint in writing to the other party.
3. The other party should respond in writing within 14 days of receipt, putting its defence to the issues raised in the complaint.
4. The Representative of each party involved in the dispute should then meet within a further 21 days to discuss the outstanding issues and seek to resolve it between themselves.
- 5.1 In the event that (after the meeting at paragraph 4 above) any matter is still outstanding then the parties will refer the issue to the Management Group for its decision;
- 5.2 The Management Committee will set the timescale for resolving the dispute at the first meeting following a referral under paragraph 5.1.
- 5.3 each of the parties to the dispute may submit a written statement to the Management Committee relating to the dispute and suggesting a solution;
- 5.4 if any of the disputing parties have a Representative on the Management Committee then those Representatives may not take part in any discussions relating to the dispute or vote on any resolution relating to it.
- 5.5 The Management Committee having considered the written statements submitted under paragraph 5.2 (above) and discussed the issues arising, shall offer a settlement of the issue which is acceptable to all parties to the dispute.
- 6 Any party to a dispute will bear its own costs, unless the Management Committee considers that this would be unfair in all the circumstances, in which case the Management Committee may set out its own view on the fair apportionment of costs.
- 7 In the event that this Dispute Protocol fails to resolve the dispute then any party to it may choose to exercise its legal rights and remedies as well as any other rights available to it as Member under this Protocol..

APPENDIX 4

Co-operative Principles

The Cooperative Principle's are referred to in ATIC's Mission Statement. The following principles of cooperatives have been retrieved from The Cooperative: <http://www.co-operative.co.uk/en/aboutus/ourvaluesandprinciples/ourvaluesandprinciples/> at 5.30pm on 14th February 2008

Voluntary and open membership – membership is open to everyone

Democratic member control – all members have an equal voice in making policies and electing representatives

Member economic participation – all profits are controlled democratically by members and for their benefit

Autonomy and independence – co-operatives are always independent, even when they enter into agreements with the government and other organisations

Education, training and information – co-operatives educate and develop their members as well as their staff

Co-operation amongst co-operatives – co-operatives work together with other co-operatives to strengthen The Co-operative Movement as a whole

Concern for community – co-operatives also work to improve and develop the community, both locally and internationally.

