



Federation of Communication Services

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Constitution

June 2005

Representing the Communication Services industry

Introduction

1. The name of the trade association is the "Federation of Communication Services" (referred to in this constitution as "the FCS").
2. The FCS is a company limited by guarantee (FCS Ltd) and operates with the Memorandum and Articles issued on 22 September 1992. FCS was established as an unincorporated body in 1981.

Mission statement

3. "The Federation of Communications Services provides a service to member organisations delivering communications products and services to users in the UK by helping to establish a favourable operating environment and by addressing issues associated with:
 - Access to and use of radio spectrum
 - Regulation aimed at securing a fair competitive trading environment
 - Environmental and corporate social responsibility
 - Consumer needs and industry self regulation
 - Technical matters affecting the industry."

Objectives

4. The FCS shall have the following objectives:
 - To be a central representative body to put the views of the communications services industry to Government departments and agencies, Parliament, the European Commission and Parliament and other relevant organisations.
 - To be a technical centre providing commentary, guidance and advice on all legal and other regulatory developments of relevance to the communications services industry.
 - To provide a forum for the exchange of non-competitive information.
 - To promote the communications services industry.

Membership

5. Any company which supplies communications services or products is entitled to become a member of the FCS on payment of the appropriate subscription and by written agreement to be bound by the terms of this constitution.
6. A company may resign at any time but will not be entitled to any refund of subscription. Membership of the FCS will automatically lapse if a subscription is not paid within three months of the date of the request for payment.

Associates

7. The Board shall, at its discretion, admit as an associate of the FCS any organisation whose activities include the provision of communication services or the supply of any communication equipment. Associates shall be entitled to participate in the affairs of the FCS as decided by the Board. Associates are not entitled to vote at General Meetings.

Finance

8. The financial year of the FCS shall be the calendar year but this may be changed by resolution of the Board.
9. The membership subscription scales shall be set by the Board.
10. Associates shall pay an annual subscription set by the Board.

Members meetings

11. The FCS shall hold an annual general meeting not later than ten months after the end of each financial year. At least 10 members of the FCS, or the Board, may at any time require the Secretary to convene a general meeting of the FCS. In convening such a meeting the Secretary shall give not less than 21 days notice to members. At meetings of the FCS each member shall have one vote. A quorum will comprise 25 members, including proxies.

Board

12. The affairs of the FCS shall be directed by a Board comprising the Chief Executive and Non-Executive Directors who are representative of the membership.
13. A member of the Board shall cease to be a member if he or she resigns, or ceases to hold office in, the institution in which he or she has hitherto held office or if a nominating body withdraws its nomination.
14. A quorum at Board meetings will comprise at least 50% of board members. Each member of the Board shall have one vote. The Chairman shall have a second, or casting, vote in the event of equality. Any resolution will require a simple majority vote of the board members present plus proxy votes.

Chairman

15. The Board shall, at its first meeting in each financial year, elect a Chairman to hold office until the first meeting in the following financial year. The Board may also elect a Deputy Chairman. No person may hold the office of Chairman, or of Deputy Chairman, for more than two consecutive years, without re-election. In the event of the Chairman or the Deputy Chairman resigning or ceasing to be a member of the Board, the Board shall have power to elect a replacement to serve for the remainder of the term, this period of office not counting for the purpose of the requirement in the previous sentence.

Committees, project groups and panels

16. The Board may establish and maintain sub-committees and project groups, and may delegate matters to them.

Chief Executive Officer

17. The Board shall appoint a Chief Executive Officer who shall be responsible to it for the management of the FCS and who shall also be the principal representative of the Association and the principal policy adviser to the Board.

Annual report and accounts

18. The Board shall cause the appropriate accounts to be maintained.
19. Auditors to the association shall be appointed annually at a general meeting of members.
20. The Board will cause an annual report and audited accounts to be prepared and sent to members within nine months of the end of the financial year.
21. The members may question the Board on the contents of the annual report and accounts at the AGM.

Delegation

22. The Board and the Chief Executive Officer may delegate any of their powers.

Revision of the Constitution

23. This constitution may be amended by the FCS at a general meeting provided that 75% of the votes cast are in favour of amendments of which prior notice has been given.

Winding up of the FCS

24. The FCS may be wound up or merged by resolution of a general meeting provided that 75% of the votes cast are in favour and for which prior notice has been given. Such resolution may specify how the assets of the FCS shall be used.



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