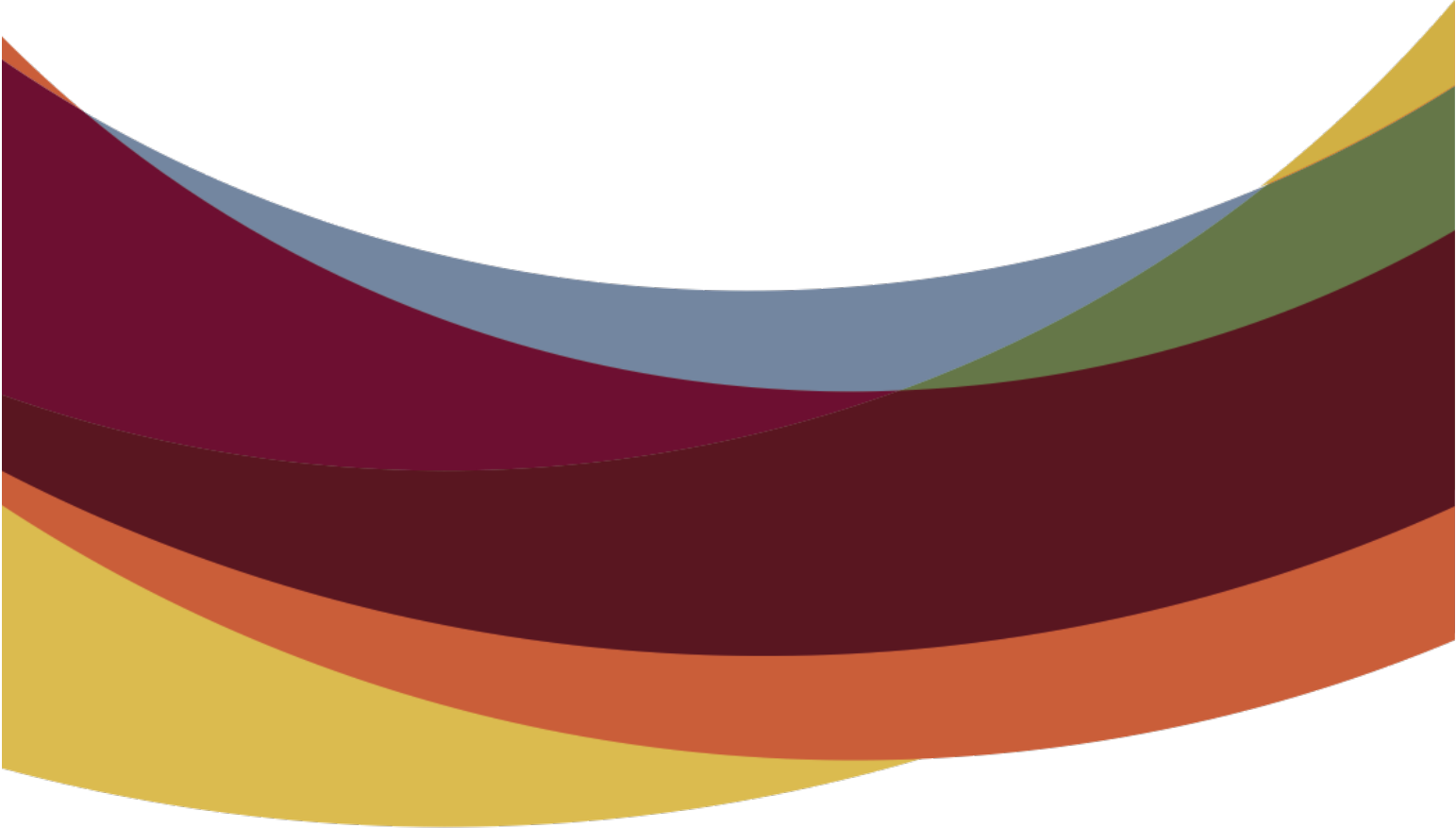


PSNGB LIMITED

Company Rules



PSNGB Limited - Company Rules

Document Control

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Document Approval

Approved By:	PSNGB Board	
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Revision History

Version	Date	Issued By	Status	Comments
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Role

The role of the PSNGB within the PSN operating model is to be a conduit to and from the PSN supplier community and the PSN consumer organisations. As defined in the PSN Operating Model –

“The PSNGB is an industry body which represents the PSN supplier community and will present the recommendations of this community to the PSNA. The PSNGB is established as a Trade Association to which any PSN Service Provider or GCN Service Provider can apply to become a member. The PSNGB will be a key point of contact for the PSNA on issues to do with development of the PSN and PSN services.”

Point of Contact

The Company shall publish and maintain a single point of contact for all communications regarding PSN and the activities of the Company and its membership to the print and electronic media, including newspapers, journals and magazines, as well as others, such as the PSNA, new PSN Suppliers, the Public Sector and enquirers.

Objectives

The company objectives are defined in the Articles of Association and are:-

- To promote and represent to the PSNA the interest of the PSNSPs, DNSPs and GCNSPs by providing a collective voice to the PSNA for the Members;
- To advise on technical standards, protocols, codes of practice, guidance notes, security policies, procurement strategy, commercial, contractual and legal issues relating to PSN, the PSN marketplace, and the delivery and provision of PSN services;
- To act progressively and develop the PSN marketplace to its full potential and for the mutual benefit of its Members and of the consumers of PSN services; and
- The doing of all such other things as are incidental or conducive to the attainment of the objects.

Rules

Membership of the Company shall be published in the public domain, together with member lists, the company constitution, the Company Rules, terms of Reference for any Committees, the Ethics Policy and any engagements or suitable marketing material, subject to commercial confidence. This information shall be published on a web site provided by the company, or by any entity appointed by the company for such purpose and be made accessible to the public.

Agendas and notes of meetings shall be published with reasonable notice and shall be published on a secure web site provided by the Company, or by any entity appointed by the Company for such purpose, and be made accessible to the members.

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The Company and all members must be able to:

- To demonstrate openness, fairness and impartiality when dealing with any company or individual.
- To demonstrate consistency when making decisions and imposing any sanctions for non-compliance and the Company shall have mechanisms in place to ensure the required level of consistency.
- To publish all decisions on a secure web site hosted by the Company, or by any entity appointed by the Company for such purpose, subject to any confidential or commercially sensitive material being redacted. This site shall be accessible by all the Company members.

Warning Notices

The Company may issue, in writing, warning notices (“Warning Notices”) to any Company member(s) if:

- that Company member has committed any material breach of its obligations in and under their DoU, CoICo, COP or CoCo, if applicable,; or
- there is an act or omission of that Company member which results in damage to the reputation of the Company, such that an ordinary and reasonable person would think the worse of the Company, or the Company would be exposed to ridicule; or
- there is a failure of procedure by that Company member which results in a serious security breach

Finance

The funding for all Company activity must be provided by the members of the Company. The funding shall be split in a manner set out by the Directors and agreed by the members.

The Company shall be responsible for determining all fixed and variable costs within their accounts and budget submissions.

Any over-payment of the Company’s expenses shall be either retained by the Company or returned to the members of the Company at the end of the Company’s fiscal and operating year in the proportions paid out as between such members of the Company.

New members of the Company shall be charged a fee set by the Company.

Each Company fiscal and operating year shall run from 1st January through to and including 31st December.

The subscription rates shall be set by the Company and communicated annually by the Company to all of its membership by no later than 31st November of each Company fiscal and operating year immediately preceding the next Company fiscal and operating year.

Dispute Resolution

The Company shall have the following responsibilities:

- To act independently in the resolution of disputes between any Company member when called on to do.

Any potential or actual material disputes affecting PSN Services between any Company members shall be notified to the Company within thirty (30) days.

Company Records

All Company records shall be held for a period of six years.

A Company Secretary shall be appointed with responsibility to maintain a record of all Company Meetings, Decisions by the Board, Legal Notices, Company Filings, Director's details and any other record of note agreed by the Directors

A Director shall be appointed with responsibility to maintain a true and accurate record of all financial transactions relating to the company, to prepare accounts and liaise with the appropriate tax authorities on behalf of the company.