

**Extract from the Memorandum and Articles of Association (Doc. 94/53 Rev.4)**

**Officers**

- 40 There shall be the following Officers of SCONUL, all of whom except the Secretary and any Deputy or Acting Secretary, shall be Representatives:-
- 40.1 A Chairman [or other title]
  - 40.2 A Vice-Chairman [or other title]
  - 40.3 An Honorary Treasurer
  - 40.4 A Secretary, and
  - 40.5 If appointed as provided in Article 42 of these Articles, a Deputy or Acting Secretary or an Honorary Secretary.
- 41 A Vice-Chair and Honorary Treasurer shall be elected at the Annual General Meeting to hold Office as follows until the end of the Annual General Meeting at the end of his or her term of office, unless he or she shall before then cease to be a Representative:
- 41.1 Vice-Chair: two years, after which he or she shall become Chair for two years with no immediate eligibility for re-election to either office
  - 41.2 Honorary Treasurer: three years, with eligibility for one additional term in his or her office.
- 42 A Secretary, Deputy, Acting or Honorary Secretary shall be appointed as follows:-
- 42.1 The Secretary shall be appointed by the Executive Board and shall hold office for the term of his contract of employment or until such time as the contract of employment is terminated by the Executive Board.
  - 42.2 The Deputy and Acting Secretary shall be appointed by the Executive Board to hold office for such period as shall be agreed by the Executive Board.
  - 42.3 The Honorary Treasurer shall be appointed at the Annual General Meeting to hold office for such a period as shall be agreed by the Executive Board or until he ceases to be a Representative if earlier.
- 43 If at any time there shall be a vacancy amongst the Officers (other than the Secretary, Deputy or Acting Secretary) the same shall be filled by a Representative appointed by the Executive Board who shall hold office until the end of the Annual General Meeting next following his appointment but shall be eligible for election at such meeting.
- 44 A nomination for election of a Representative to the post of officer in accordance with Articles 41 and 42 of these Articles shall be in writing and deposited at the Office not later than twenty-one days before the Annual General Meeting at which the election is to be proposed, signed by two Representatives, and by the Representative nominated, to indicate his consent to the nomination.

**The Executive Board**

- 45 The Executive Board shall comprise: -
- 45.1 ex-officio, the Officers for the time being other than the Secretary. A Deputy, Acting or Honorary Secretary may at the discretion of the majority of the Executive Board be a member of the Executive Board for the length of his duty

- 45.2 not more than eight elected Representatives
- 45.3 during the year immediately following his term of office, any person who has held the office of Chair continuously for two years.
- 46 The eight elected Representatives shall each serve for three years with no immediate eligibility for re-election to this role.
- 47 At each Annual General Meeting the elected Representatives who have completed their term of office on the Executive Board shall retire and shall not be eligible for re-election until the next succeeding Annual General Meeting. As between persons who commenced service on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
- 48 The Executive Board shall have the power to co-opt up to four representatives or observers each serving for a period of up to but not exceeding three years.
- 49 The Executive Board may fill any casual vacancy amongst the elected Representatives on the Executive Board by co-option from amongst the Representatives, but persons so co-opted to the Executive Board shall retire at the Annual General Meeting next following their co-option and shall be eligible for election at such meeting.
- 50 A nomination for election of a Representative to the Executive Board shall be in writing and deposited at the Office not later than twenty-one days before the Annual General Meeting at which the election is to be proposed, signed by two Representatives, and by the Representative nominated to indicate his consent to the nomination.
- 51 Elections for the selection of Representatives to serve on the Executive Board shall be held at the Annual General Meeting in accordance with Article 23.3 of the Articles.

#### **Disqualification of Executive Board members**

- 52 The Office of an Executive Board Member shall be vacated
- 52.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- 52.2 if he is suffering from mental disorder and either
- (i) He is admitted to hospital in pursuance of an application for admission to treatment under the Mental Health Act 1983, or in Scotland, on application for admission under the Mental Health (Scotland) Act 1960; or
  - (ii) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- 52.3 if he ceases to be a Representative;
- 52.4 if by notice in writing to SCONUL he resigns his office;
- 52.5 if he ceases to be an Executive Board Member by virtue of any provision of the Act or he becomes prohibited by law from being an Executive Board Member.

- 53 There shall be no limit as to the age at which any person may become or be an Executive Board Member or until which, having become or being an Executive Board Member, he may continue to act as an Executive Board Member.

#### **Powers of the Executive Board**

- 54 The Executive Board may exercise all such powers of SCONUL, and do on behalf of SCONUL all such acts as may be exercised and done by SCONUL, and as are not by statute or by these Articles required to be exercised or done by SCONUL in General Meeting, subject nevertheless to any provisions of these Articles and of any statutes for the time being in force and affecting SCONUL, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by SCONUL in General Meeting; but no regulation made by SCONUL in General Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made.
- 55 The Executive Board for the time being may act notwithstanding any vacancy in their body.

#### **Proceedings of the Executive Board**

- 56 The Executive Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one-third or the number nearest to one-third of the Executive Board Members shall be a quorum.
- 57 Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 58 An Executive Board member may, and on the request of an Executive Board member the Secretary shall, at any time, summon a meeting of the Executive Board by notice served upon the several Executive Board members.
- 59 The Chairman for the time being of SCONUL shall be the Chairman of the Executive Board Meetings at which he is present. In his absence the Vice-Chairman of SCONUL, if present at an Executive Board Meeting, shall be the Chairman thereof. In the absence of the Chairman and Vice-Chairman of SCONUL the Executive Board members present at an Executive Board Meeting shall elect one of their number present to be Chairman of that Meeting.
- 60 An Executive Board meeting at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of SCONUL for the time being vested in the Executive Board generally.
- 61 All acts *bona fide* done by any Executive Board Meeting or Sub-Committee of the Executive Board, or by any person acting as an Executive Board Member or as a Committee Member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any Executive Board member or of any member of such Committee or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Executive Board Member or Committee Member.
- 62 The Executive Board shall cause proper Minutes to be made of the proceedings of all Meetings of SCONUL and of the Executive Board and of any Committees of the Executive Board, and of all business transacted at such meetings, and any such Minutes, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 63 A resolution in writing signed by all the Executive Board Members for the time being or by all Members of any committee of the Executive Board who are duly entitled to receive notice of an Executive Board Meeting or a meeting of such Committee shall be as valid and effectual as if it had been passed at an Executive Board meeting or at a meeting of such Committee duly convened and constituted.
- 64 An Executive Board Member shall not vote in respect of any contract or arrangement in which he has a personal interest and if he shall do so his vote shall not be counted. He shall be deemed not to be present at the relevant meeting for the purpose of establishing the quorum necessary for the consideration of a resolution regarding any such contract or arrangement.
- 65 (a) The Executive Board may delegate any of their powers or the implementation of any of their resolutions to any committee.
- (b) The resolution making that delegation shall specify those who serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (c) The composition of any such committee shall be entirely at the discretion of the Executive Board and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee shall be reported regularly to the Executive Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Executive Board and for that purpose every committee shall appoint a secretary.
- (e) All delegations under this article shall be revocable at any time.
- (f) The Executive Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (g) For the avoidance of doubt the Executive Board may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided always that no committee shall incur expenditure on behalf of SCONUL except in accordance with a budget which has been approved by the Executive Board.
- 66 An Executive Board sub-committee may elect a Chairman on its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the committee members present may choose one of their number to be Chairman of the meeting.
- 67 An Executive Board sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

## **Extract from Rules for the Conduct of Business (Doc. 94/51 Rev.3)**

### **6 The Executive Board**

6.1 **Background and purpose:** The Executive Board is the Board of Directors for SCONUL acting as a steering and strategy group and the managing body for the whole organisation.

6.2 It consists of

- (a) The Officers of SCONUL
- (b) Not more than eight elected Representatives of SCONUL.

Details of the composition of the Executive Board and elections and terms of office relevant to it are laid out in Paragraphs 40 to 53 of the Articles of Association.

6.3 The remit of the Executive Board is to

- (A) act as the board of management for the organisation with the strategic role and legal responsibilities which that implies and as laid out in the Articles
- (B) conduct business on behalf of the full body of member's Representatives
- (C) account to them in general meetings, formal reports, papers, minutes, and elections
- (D) exercise all the powers of the organisation between General Meetings, except insofar as these can only, by these Articles, be exercised by SCONUL in General Meeting
- (E) be responsible for the financial affairs of SCONUL
- (F) coordinate the lobbying function of SCONUL.

6.4 The powers of the Executive Board are laid out in Paragraphs 54 and 55 of the Articles of Association.

6.5 The proceedings of the Executive Board are governed by Paragraphs 56 to 67 of the Articles.

6.6 Except in an emergency at least one month's notice of any meeting shall be given to members of the Executive Board.