

## THE SOCIETY OF COLLEGE, NATIONAL AND UNIVERSITY LIBRARIES

### Rules for the conduct of business

#### 1 Preamble

1.1 Objects for which SCONUL is established are those contained in Paragraph 3 of its Memorandum of Association.

1.2 SCONUL is a cooperative and participative body and these Rules, which must be read in conjunction with the SCONUL's Memorandum and Articles of Association, have been framed to reflect this. In particular the Executive Board, the Advisory Groups and the Secretariat all have discrete executive powers as laid out here and as time to time endorsed by the membership in General Meetings but are ultimately the servants of the membership.

1.2.1 These rules and procedures may be amended by the General Meeting in accordance with the Memorandum and Articles. Notice of any change must normally be given at a previous General meeting. Any change must receive the support of at least two-thirds of the members present.

Note: In these rules words importing individuals include bodies corporate; the masculine gender shall include the feminine, and the singular shall include the plural and vice versa.

#### 2 Memberships

2.1 Eligibility for membership is laid out in the Articles of Association.

Universities - Paragraphs 5, 6.1, 6.2 and 6.3.

National libraries - Paragraph 6.4.

Corporate members – Paragraph 7

Paragraphs 5 to 12 generally refer to membership matters.

2.2 A constituent institution of the University of London or University of Wales.

2.3 An institution of higher education not designated as a university but funded by one of the higher education funding bodies of the United Kingdom, or by the Higher Education Authority of the Republic of Ireland.

#### 3 Representatives

Matters referring to Representatives are laid out in Paragraphs 13 to 17 of the Articles of Association.

#### 4 General and Business Meetings

4.1 **Background and purpose:** The organisation must act in response to the wishes of its members and within its Memorandum and Articles of Association. The General and Business Meetings at which all Representatives wishing to be present are in attendance are the principal formal means by which this is done. A General Meeting is one held for the conduct of company business which is required by company law or by the Articles of Association to be dealt with in general meeting; a Business Meeting is one at which the organisation pursues its general objectives.

4.2 The powers of the Meetings are

- (A) to set policy and strategy and approve budgets within the framework of its Memorandum and articles of Association;
- (B) to oversee and approve the carrying out of such agreed duties;
- (C) to elect members of the Executive Board and of other such advisory committees and panels as are set up by the organisation;
- (D) to remove officers or members of the Executive Board and advisory committees and panels.

4.3 The outcome of the meetings shall be

- (A) Referral to the Executive Board for discussion or action
- (B) Referral to advisory committees and panels, working parties, the secretariat or individuals for further investigation, report or action channelled through the Executive Board
- (C) Require direct report back to the Meeting
- (D) Other appropriate action as determined by a quorate Meeting.

4.4 General Meetings shall normally be held twice a year, one of which shall be an Annual General Meeting. On each occasion a Business Meeting will normally follow.

4.5 Representatives may, at the discretion of the Executive Board, be accompanied at Meetings by their senior members of staff of their successors attending as observers. The Executive Board shall have discretion in this respect concerning matters of logistics in respect of venues and attendance figures as well as the political sensitivity of matters under discussion.

## 5 **Proceedings at General and Business Meetings**

5.1 All meetings shall be conducted to a formal agenda issued in advance, and minuted by the Secretary. Debate shall be targeted on high priority items by shaping of the agenda and starring items for discussion. Items shall be starred for discussion either by the officers or by any member who notifies in advance of the meeting his wish for discussion. Unstarred items shall be for information only.

5.1.1 Any member may present items for inclusion on the agenda of General/Executive Board meetings but must inform the Secretary in writing at least fifteen working days before the agenda papers are issued.

5.2 Except in an emergency at least 21 days' notice of any meeting shall be given to members.

5.3 No business shall be transacted at any Meeting unless a quorum is present when the meeting proceeds to business. One-third (or the number nearest to but not less than one-third) of the aggregate number of all Representatives whom the Members for the time being are entitled to appoint shall be a quorum for all purposes.

5.4 If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such other day and at such other time and place as the Chairman shall appoint, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the Representatives present shall be a quorum.

5.5 The Chairman of SCONUL, failing whom its Vice-Chairman, shall preside as Chairman at every Meeting but if there be no such Chairman or Vice-Chairman or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding

the meeting and willing to preside, the Representatives present in person or by proxy shall choose one of their number to preside.

- 5.6 The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by such meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for thirty days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting).
- 5.7 The Chairman may with the consent of any quorate meeting may exclude at any time any observers present.
- 5.8 At any Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by
  - 5.8.1 the Chairman; or
  - 5.8.2 no fewer than three Representatives; or
  - 5.8.3 Representatives being in number not less than one tenth of the aggregate number of all Representatives whom the members for the time being are entitled to appoint.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.
- 5.9 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall be in the opinion of the Chairman of sufficient magnitude to vitiate the resolution.
- 5.10 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such a manner as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
- 5.11 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place (including by post) as the Chairman of the meeting shall direct, and any business other than that upon which the poll has been demanded may be preceded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
- 5.12 On a poll votes may be given either by a Representative or by his proxy.
- 5.13 Every Representative shall have one vote.
- 5.14 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote.
- 5.15 Proxies - rules governing the use of proxies are laid out under Paragraphs 35 to 39 of the Articles of Association.

## 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.

## 7 Groups

7.1 **Background and purpose:** Groups shall be set up in accordance with Article 68. The Groups carry out detailed work on behalf of the membership and are directly answerable to it by way of the Executive Board. They fulfil a number of functions important to the organisation.

7.1.1 They provide a mechanism for providing expert advice to the Executive Board.

7.1.2 They provide a mechanism for providing expert advice to Representatives.

7.1.3 They fulfil the function of developing a body of expertise within the organisation.

7.1.4 They involve a large number of Representatives in the decision making process thereby fulfilling a participative function.

7.2 No form of name shall be prescribed for Groups which may have different designations.

The single term Group shall be taken to apply to all kinds below unless otherwise specified.

7.3 All Groups shall comprise (unless it is otherwise decided by the Executive Board whose decision shall be deemed confirmed when reported to the next General Meeting unless an objection is raised and voted upon there)

7.3.1 A Group Chair who shall normally be a Representative.

7.3.2 A maximum of eight other individuals, either Representatives or non-Representatives drawn from staff of member libraries, observers or other relevant organisations.

The purpose of appointments of people from other organisations is to take advantage of specialist knowledge and interests in order to advance the purpose of SCONUL.

7.4 Appointments to Groups

7.4.1 The Executive Board may vary the term of any appointment.

7.4.2 Appointment of Chairs of Working Groups ('Group Chairs')

7.4.2.1 Group Chairs shall be appointed by the Executive Board for a period of three years from the Annual General Meeting following their appointment, with no eligibility for re-appointment.

7.4.2.2 Three months before the end of a Group Chair's term of appointment, the Secretary shall notify the Chair of SCONUL, who will invite comment from the Group Chair on the Group's strategic remit and Members' Profile.

7.4.2.3 The Chair of SCONUL will then circulate a request for expressions of interest in the position of Group Chair, accompanied by a Role Description for Group Chairs, and the terms of reference and Members' Profile of the Group.

7.4.2.4 The SCONUL Secretary with a small panel of members of the Executive Board will assess the expressions of interest against criteria drawn from the Role Description, the Group's terms of reference and the Members' Profile and will make a recommendation which will be circulated via email to the Executive Board for comment and decision.

7.4.2.5 The SCONUL Secretary, in liaison with the Chair of SCONUL, will then inform all interested persons of the outcomes of the process, reporting the decision formally at the Executive Board's next meeting.

7.4.2.6 The decision will be reported to all Representatives by e-mail and also at the next General Meeting.

7.4.2.7 The Executive Board may vary these general provisions for the purposes of special appointments such as chairs of groups established jointly with other organisations.

7.4.3 Appointment of Chairs of Task and Finish Groups

By their nature, Task and Finish Groups are time bound and need to be responsive to emerging issues and requirements. The appointment of Chairs and members of Task and Finish Groups will, therefore, be by invitation of the Executive Board.

7.4.4 Appointment of Members of Working Groups

7.4.4.1 Members of Working Groups shall be appointed for a period of three years.

- 7.4.4.2 The Secretary to the Working Group shall maintain a register of Group members and their terms of appointment.
  - 7.4.4.3 Each Group shall maintain a copy of its remit and aims and objectives, as agreed by the Executive Board, and a Members' Profile describing the skills, experience and knowledge required of the Group's members in order to achieve its objectives.
  - 7.4.4.4 In order to maintain a network of specialists with the skills, experience and knowledge appropriate to the Group's remit, Group Chairs shall annually one month after each Annual General Meeting issue by e-mail an invitation to SCONUL Representatives for expressions of interest in joining the group. The invitation will describe the remit of the Group and include the Members' Profile, and will ask interested individuals to submit a CV and brief (A4) written statement indicating how their skills, experience and knowledge match the remit and profile of the Group.
  - 7.4.4.5 The Chair of the Group (or their nominee) and the Chair of SCONUL with the SCONUL Secretary will assess the expressions of interest against criteria drawn from the Group's remit and Members' Profile and will make an appointment on behalf of the Executive Board bearing in mind an appropriate representation of SCONUL member institutions.
  - 7.4.4.6 The Chair of the Group will notify all interested individuals of the outcome of the process inviting those who have not been appointed to the Group to form part of an informal network that may be consulted or drawn upon for special projects during the year.
  - 7.4.4.7 Such appointments to Groups will be reported to the Executive Board at its November meeting.
  - 7.4.4.8 During a year when four or more Members of a Group are due to complete their term of appointment at the next Annual General Meeting, the Members of that set of four shall agree among themselves that two of them shall retire at the forthcoming Annual General Meeting, the appointments of the remainder of the set continuing for a further year.
- 7.5 The Chair or his nominee, and the Secretary of SCONUL shall have the right to attend any and all Groups.
- 7.6 Powers of Groups shall be as follows
- 7.6.1 A Group may exercise all such powers as have been delegated to it within its terms of reference, approved work plans and budgets; and as are not by statute or by these Articles required to be exercised or done by SCONUL in a General Meeting or by its Executive Board.
  - 7.6.2 SCONUL in General Meeting or its Executive Board shall have the power at any time and from time to time to withdraw, modify or enlarge the powers and tasks delegated to Groups.
  - 7.6.3 The members for the time being of any Group of the Executive Board may act notwithstanding any vacancy in the body; provided always that, in case the members of any such Group shall at any time be or be reduced in number to less than the minimum number or balance of Group members prescribed by or in accordance with these Rules or the last relevant resolution of the Executive Board, it shall be unlawful for them to act as such Group as the case may be until their number has increased as may be requisite or until another resolution of the Executive Board regulating the matter has been passed, whichever event shall first occur.

7.7 Proceedings of the Groups shall be conducted as follows:-

- 7.7.1 A Group may meet together and adjourn as it thinks proper within its brief, workplan and budget.
- 7.7.2 Group Chairs shall be responsible for convening and chairing meetings, distributing work to Group Members, meeting deadlines and keeping to approved budgets.
- 7.7.3 If at any meeting the Chair is not present within fifteen minutes after the time appointed for the meeting Group Members present may choose one of their numbers to chair the meeting.
- 7.7.4 A Group 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 Group generally.
- 7.7.5 A Group in the persons of its Chairman and Secretary, shall cause advance dates of Group meetings to be set, advance agendas published and proper minutes to be made of the proceedings of all meetings of the Group, and of all business transacted at such meetings, and copies of any and all such minutes and papers shall be sent to the Secretary of SCONUL. Urgent matters and items of particular importance should be notified to the Secretary without delay for onward transmission to all Representatives.
- 7.7.6 Groups shall make an annual report and submit in advance annually an action plan to the Executive Board.
- 7.7.7 The Executive Board shall approve the report and plan thus licensing the Group's activities for the next year. In the case of non-approval the plan will be returned to the Group for alteration. No Group may proceed without such approval.
- 7.7.8 Groups shall make such occasional reports to the Executive Board as they or the Executive Board judge to be relevant

These reports shall take the form of:-

- (A) advice notes
- (B) position papers
- (C) response to national initiatives/questionnaires
- (D) proposals for action by the full body, the Executive Board and other Groups
- (E) proposals for additional Group work in the current year (costed as necessary).

of these (A) to (C) should be posted on the SCONUL website

Any Representative shall have the right to inspect the full text of any unpublished Group papers on application to the Secretary of SCONUL.

- 7.8 Each Group shall be assigned space on SCONUL's website and shall appoint a web coordinator (who need not be a member of the Group). Group Chairs and Secretaries shall ensure that web coordinators post on the website, promptly after meetings, not only the minutes of meetings but also summary reports of such meetings (recording major actions and decisions taken) and any other material likely to be useful to SCONUL members. These documents shall also be sent to the SCONUL Secretary for report to the Executive Board. Chairs and Secretaries shall also be responsible for alerting lis-sconul and/or other appropriate e-mail lists to current matters of interest, and where possible writing about them for *SCONUL Focus*

## 8 **The Secretariat**

The definition of the notes and responsibilities of the Secretariat shall be inserted when the current review has been completed.