
The Society of College, National and University Libraries

1 Introduction

- 1.1 Objects for which the charity (hereafter referred to as SCONUL) is established are those contained in article 4 of its Articles of Association.
- 1.2 SCONUL is a collaborative and participative body and these rules, which should be read in conjunction with the SCONUL's Articles of Association, have been framed to reflect this. Although the board of directors (hereafter referred to as the board) has executive powers as laid out here and as time to time endorsed by the membership in general meetings, the work that SCONUL's directors, committee members and staff carry out is undertaken on behalf of members.
- 1.3 These rules and procedures may be amended by the general meeting in accordance with the Articles as set out in articles 18 to 22.
- 1.4 The terms used in the rules have the meaning given to them in article 2.
- 1.5 Where articles are referred to in the rules, these refer to SCONUL's Articles of Association.

2 Membership

- 2.1 Eligibility for membership is as follows:
 - 2.1.1 Membership of SCONUL is institutional. Each institution may nominate one individual (normally the librarian or the principal officer in charge of the member's information services) as its representative for the purposes of voting at, and attending, general meetings (see article 12). A proxy for the representative may be nominated to attend and vote if the named representative of a member is unable to attend or participate (see articles 23 and 24)
 - 2.1.2 Institutions eligible for membership of SCONUL will:
 - be an institution wholly or largely devoted to the provision of Higher Education in the UK or Ireland, the primary purpose of which is teaching, scholarship and research and which (a) is committed to collaboration; (b) shows financial accountability and independence; and (c) shows accountability to users and the wider public.

and / or

- be a National Library of one of the nations and regions of the UK or Ireland, designated under the appropriate national legislation.

and / or

- hold a collection of national significance which is made available as a resource for academic study. Decisions about what constitutes a collection of national significance lie with the board.

2.1.3 Membership is conditional on the payment of annual subscriptions as proposed by the board and ratified by the membership at an annual general meeting or extraordinary general meeting (see article 11).

2.1.4 In deciding which institutions meet the requirements for Higher Education institutions specified above, the board will have reference to the criteria for membership of Universities UK as of April 2014 or of the Consortium of National and University Libraries in Ireland, as appropriate.

2.1.5 Notwithstanding these criteria, membership is at the discretion of the board, acting on behalf of current SCONUL members.

2.2 Matters relating to membership of SCONUL are laid out in articles 10 – 13 of the Articles of Association.

3 Representatives

Matters referring to the SCONUL representatives are laid out in article 12 of the Articles of Association.

4 General and business meetings

4.1 Background and purpose:

4.1.1 SCONUL must act in response to the wishes of its members and within its 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, supplemented by electronic communications in accordance with the Articles.

4.1.2 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 members of SCONUL pursues its general objectives.

4.2 The powers of the meetings include:

- a. to set policy and strategy and approve budgets within the framework of its Articles of Association
- b. to oversee and approve the carrying out of such agreed duties
- c. to elect members of the board
- d. to appoint the Chair and elect the Vice-Chair and Honorary Treasurer
- e. to remove officers or members of the board

4.3 The outcome of the meetings may be

- a. referral to the board for discussion or action
- b. referral to committees and panels, working parties, the office or individuals for further investigation, report or action channelled through the board
- c. require direct report back to the meeting
- d. other appropriate action as determined by a quorate meeting.

4.4 An annual general meeting will be held once a year. On each occasion a business meeting will normally follow.

4.5 Representatives may, at the discretion of the board, be accompanied at meetings by their senior members of staff attending as observers. The 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

Detailed rules for the conduct of general meetings are contained in articles 18 to 22 of the Articles of Association.

- 5.1 All meetings will be conducted to a formal agenda issued in advance, and will be minuted. Debate will be targeted on high priority items by shaping of the agenda and, if required, by starring items for discussion.
- 5.2 Any member may present items for inclusion on the agenda of general meetings and of board meetings but must inform the Chair in writing at least fourteen clear days before the agenda papers are issued.
- 5.3 At least twenty one clear days' notice of any annual general meeting and at least fourteen clear days' notice of any general meeting will be given to members. In an emergency, shorter notice may be given with the agreement of members (see article 15).

- 5.4 The ordinary business of the general meeting will include:
- (a) the consideration and adoption of the balance sheet, income and expenditure account and report of the directors and the auditors, and related documents
 - (b) the appointment of auditors, and the fixing and remuneration of their auditors or determining the manner in which their remuneration is to be fixed.
 - (c) elections for vacancies for elected directors or officers.
- 5.5 No business will be transacted at any meeting unless a quorum is present when the meeting proceeds to business. A quorum is one-third of SCONUL representatives present in person or by proxy at the conference or meeting and entitled to vote, or one tenth of the total membership (see articles 18 and 19).
- 5.6 The rules for the conduct of business meetings will be the same as the rules for the conduct of general meetings.
- 5.7 Rules governing the use of proxies are set out in articles 23 and 24 of the Articles of Association.

6 The Board

- 6.1 The board is the board of directors of SCONUL acting as a steering and strategy group and the managing body for the whole organisation.
- 6.2 It consists of
- a. the honorary officers of SCONUL, who are also directors of SCONUL
 - b. the elected directors of SCONUL.
 - c. co-opted members who are also directors of SCONUL.

Details of the composition of the board and elections and terms of office relevant to it are laid out in articles 28 to 38 of the Articles of Association.

- 6.3 The remit of the board includes executive functions and 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 members
 - 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 the members in a general meeting
 - e. be responsible for the financial affairs of SCONUL
 - f. coordinate the lobbying function of SCONUL
 - g. engage with partners on behalf of SCONUL members.
- 6.4 The powers of the board are laid out in article 28 of the Articles of Association.
- 6.5 The proceedings of the board are governed by articles 41 to 46 of the Articles of Association.
- 6.6 Except in an emergency at least 28 clear days' notice of any meeting shall be given to members of the board.

7 Committees

- 7.1 Committees shall be set up in accordance with article 46. Committees carry out detailed work on behalf of the membership and are directly answerable to it by way of the board. They fulfil a number of functions important to the organisation.
- 7.1.1 They provide a mechanism for providing expert advice to the 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 wide number of representatives in the decision making process thereby fulfilling a participative function.
- 7.2 The single term "committee" shall be taken to apply to all kinds below unless otherwise specified.
- 7.3 All committees shall comprise (unless it is otherwise decided by the 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 committee chair who shall normally be a representative
 - 7.3.2 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 committees

- 7.4.1 The board may vary the term of any appointment.
- 7.4.2 Committee chairs and members shall be appointed by the board, normally for a period of three years with no eligibility for re-appointment. At least one member of every committee must be a director.
- 7.4.3 Vacancies on committees will be publicised to members and expressions of interest sought.
- 7.4.4 The chair of the committee (or their nominee) and board will assess the expressions of interest against criteria drawn from the committee's remit and members' profile and will make an appointment, bearing in mind an appropriate representation of members.
- 7.4.5 SCONUL will notify all interested individuals of the outcome of the process, inviting those who have not been appointed to the committee to form part of an informal network that may be consulted or drawn upon for special projects during the year.
- 7.4.6 Such appointments to committees will be reported to the board at its next meeting.

7.5 Oversight of Committees

- 7.5.1 The Chair, or his or her nominee, and the Executive Director of SCONUL have the right to attend any and all committees.
- 7.5.2 The charity in general meeting or its board shall have the power
 - (a) to set the terms of reference, work plans and budget of committees
 - (b) at any time and from time to time to withdraw, modify or enlarge the powers and tasks delegated to committees.
- 7.5.3 Committees shall make such periodic reports to the board as they or the board judge to be relevant. These reports will be made available to members, including on the SCONUL website.

7.6 Powers of Committees

The powers of committees shall be as follows

7.6.1 A committee 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 the Articles required to be exercised or done by SCONUL in a general meeting or by its board.

7.6.2 The members of any committee may act, notwithstanding any vacancy in the body, provided always that, the number of members of any such committee shall not fall below the minimum number or balance of committee members prescribed by these rules or the last relevant resolution of the board. If the number of committee members does fall below such a minimum, any decisions made by that committee will not be regarded as valid until their number has increased as may be requisite or until another resolution of the board regulating the matter has been passed, whichever happens first.

7.7 Proceedings of the committees shall be conducted as follows:

7.7.1 Each committee will review regularly its remit, aims and objectives and make recommendations for changes to the board, which will be subject to the agreement of the board.

7.7.2 A committee may meet together and adjourn as it thinks proper within its brief, work plan and budget.

7.7.3 Committee chairs will be responsible for convening and chairing meetings, distributing work to committee members, meeting deadlines and keeping within approved budgets.

7.7.4 If at any meeting the chair is not present within fifteen minutes after the time appointed for the meeting, committee members present may choose one of their numbers to chair the meeting.

7.7.5 A committee 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 committee generally.

7.7.6 A committee in the persons of its chair and vice-chair, shall cause advance dates of committee meetings to be set, advance agendas published and proper minutes to be made of the proceedings of all meetings of the committee, and of all business transacted at such meetings, and copies of any and all such minutes and papers shall be sent to the SCONUL office. Urgent matters and items of particular importance should be notified to the Executive Director without delay for onward transmission to all members.

7.7.7 Any representative has the right to inspect the full text of any unpublished committee papers on application to the Executive Director of SCONUL.