

## **Constitution - Rules for the conduct of business**

This document contains the rules that govern the Consortium's business. It is divided into the following sections.

- General purposes and membership of the Consortium
- General Consortium Meetings
- The Steering Group
- The Working Groups

### **1.Preamble**

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

1.2 The Consortium is a cooperative and participative body and these Rules, which must be read in conjunction with the Consortium's Memorandum and Articles of Association, have been framed to reflect this. In particular the Steering Group, its officers, and standing and occasional working groups all have discrete executive powers as laid out here and as from time to time endorsed by the membership in General Meetings but are ultimately the servants of the full 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.Membership**

Eligibility for full membership is laid out in the Articles of Association (Article 9). The Consortium has the right to set from time to time as appropriate varying categories of membership with differential privileges and annual subscriptions. In general these still refer only to the Academic Institutions referred to in Article 5B.

Membership of the Consortium carries rights and responsibilities as articulated within its "Memorandum and Articles of Association" and its "Rules for the conduct of Business". These also include participation in all those services and mutual support/cooperative arrangements devised, operated and, from time to time, varied by the democratic processes of the Consortium and as contained within its objects as laid out in paragraph 4 A to E of its Articles of Association. Membership of the Consortium shall normally be contingent upon such full participation but exceptions may be

made at the will of the Consortium where a majority of members recognises that a particular institution has real and specific difficulties which make such full participation impossible and that the cooperative strength of the Consortium would be weakened by not having that institution in membership.

### **3.Representatives**

Matters referring to Representatives are laid out in Paragraphs 9 to 12 of the Articles of Association.

### **4.General Meetings of the Consortium**

**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 Meetings at which all Representatives (or members) wishing to be present are in attendance are the principal formal means by which this is done.

**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 Steering Group and confirm members of such working groups as are set up by the organisation to fulfill its objectives;

(D) to remove officers or members of the steering and working groups as necessary.

**4.3** The outcome of the meeting shall be

(A) Referral to the Steering Group for discussion or action

(B) Referral to officers, working groups or agreed individual members for further investigation, report or action channeled through the Steering Group

(C) Require direct report back to the Meeting

(D) Other appropriate action as determined by a quorate Meeting

**4.4** Meetings shall normally be held twice a year; the Summer meeting of each year shall include an Annual General Meeting. The other meeting will include an ordinary General business Meeting. Business transacted at an Annual General Meeting will be of the following classes

(A) the consideration and adoption of the Balance Sheet and Income and Expenditure Account and Report of the Executive Board and the Auditors, and other related documents

(B) the appointment of Auditors, and the fixing of the remuneration of the Auditors or the determination of the manner in which such remuneration is to be fixed

(C) the election of the Steering Group members in place of those retiring; and

(D) the election of the Chair, the Vice-Chair, the Treasurer and Secretary

(E) confirmation of the appointment of the Chair of CPD25

(F) confirmation of working group members

**4.5** Representatives may, at the discretion of the Steering Group be accompanied at Meetings by a senior member of their staff or their successor attending as observers. The Steering Group 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 Meetings**

**5.1** All meetings shall be conducted to a formal agenda issued in advance, and minuted by the Secretary or another member of the Steering Group.

**5.1.1** Any member may present items for inclusion on the agenda of General 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 General 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 Chair 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 Chair of the Consortium, failing whom an elected officer, shall preside as Chair at every Meeting but if there be no such Chair or Officer 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 Chair 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 Chair 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 Chair; 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 (members?).

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 Chair 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 Chair 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 Chair 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 Chair of the meeting shall direct, and any business other than that upon which the poll has been demanded may be proceeded 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 Chair 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 29 to 33 of the Articles of Association. The proxy instruments (i.e. form) is available to representatives on the Consortium's web site.

## **6. The Steering Group**

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

**6.2** It consists of

(a) The Officers of the Consortium (ie Chair , Secretary, Treasurer and Chair of CPD25)

(b) Not more than nine elected representatives

(c) The past Chair

(d) Not more than four co-opted observers as shall be approved from time to time.

Details of the composition of the Steering Group and elections and terms of officers relevant to it are laid out in Paragraphs 39 to 46 of the Articles of Association.

**6.3** The remit of the Steering Group 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 via 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 Consortium in General Meeting

(E) be responsible for the financial affairs of the Consortium. All cheques and orders over £2000 shall be signed by two of the designated officers of the Consortium.

(F) coordinate the lobbying function of the Consortium.

**6.4** The powers of the Steering Group are laid out in Paragraphs 47 and 48 of the Articles of Association

**6.5** The proceedings of the Steering Group are governed by Paragraphs 49 to 60 of the Articles.

**6.6** Except in an emergency at least one month's notice of any meeting shall normally be given to members of the Steering Group.

## **7. Elections to the Steering Group**

**7.1** No later than six weeks before each Annual General meeting of the full Consortium, the Secretary, on behalf of the Steering Group, will inform all members' representatives of forthcoming vacancies amongst Steering Group officers and members and make an open call for nominees to stand for election.

**7.2** Nominees will be invited in the following format. This form will be available on the Consortium's home page for use.

"I nominate \_\_\_\_\_ for election as Chair/Vice Chair/Secretary/Treasurer/Steering Group member (delete as appropriate) of the M25 Consortium of Higher Education Libraries.

Name \_\_\_\_\_ representing \_\_\_\_\_ date \_\_\_\_\_

I agree to being nominated and will stand for election for this post. I understand and accept the responsibilities that will result if I am elected.

Name \_\_\_\_\_ representing \_\_\_\_\_ date \_\_\_\_\_

I second this nomination.

Name \_\_\_\_\_ representing \_\_\_\_\_ date \_\_\_\_\_"

**7.3** Nominations must be received in hard copy in this format by the Secretary no later than three weeks before the date of the AGM. Fax copies are acceptable, e-mails are not.

**7.4** Ballot papers covering all those vacant posts requiring an election will be available on the Consortium's home page at least one week before that meeting. Spare copies will be available on the day of the meeting.

**7.5** At the start of that meeting the Chair will remind representatives of the elections(s). Immediately following this, completed ballot papers will be collected and counted by two tellers acting together. Outgoing Steering Group members will act as tellers

**7.6** At the end of that meeting the Chair of the meeting will announce the successful candidate(s) who will be recorded in the minutes of that meeting. The successful candidate is the one receiving the majority of votes, i.e. "first past the post" (see voting rules 5.8 to 5.14).

Elected candidates will then serve their terms of office according to paragraphs 40 to 45 of the Articles of Association of the Consortium.

**7.7** The results of the announced count will be final.

**7.8** The nomination papers for all successful candidates will be retained by the Secretary during their term of office.

## **8. Working Groups**

**8.1** Background and purpose: Working Groups shall be set up in accordance with Article 62. The Working Groups carry out detailed work on behalf of the membership and are answerable to it by way of the Steering Group. They fulfill a number of functions important to the organisation.

**8.1.1** They provide a mechanism for providing expert advice to the Steering Group.

**8.1.2** They provide a mechanism for providing expert advice to Representatives.

**8.1.3** They fulfill the function of developing a body of expertise within the organisation.

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

Working Groups may have different designations of working group, task force, panel team etc.

**8.2** All Working Groups shall normally comprise

**8.2.1** A Chair who shall be a Consortium Representative

**8.2.2** Other individuals either representatives or non-representatives drawn from staff of member libraries, observers or other relevant organisations. The number of members will be appropriate to the work of the group and in accordance with guidelines agreed by the Steering Group from time to time.

One of them shall be appointed by the Group as its secretary. The purpose of such co-options is to take advantage of specialist knowledge and interests in order to advance the purposes of the Consortium

**8.3** Working Group Chairs and members shall be appointed by the Steering Group and shall hold office for three years with eligibility for re-election to the same committee for a further three year term

at the end of that period. Individuals may not normally stand for the same committee without a gap of three years. The Steering group may exceptionally agree to waive this rule in the case of members with specialist knowledge or expertise not otherwise available.

**8.4** If the Working Group is clearly fixed term and/or project based the Steering Group may vary both the range and length of Membership.

**8.5** The appointment of Working Group Chairs and Members shall be carried out by the Steering Group on the basis of nominations and recommendations from individual representatives and working groups.

The criteria which the Steering Group shall use on behalf of the Consortium in selecting nominations to Working Group Membership shall be

(A) Expertise of the individual or individuals suggested.

(B) Commitment to active participation in the affairs of the Consortium.

**8.6** The Chair or his/her nominee, and the Secretary of the Consortium shall have the right to attend any and all Working Groups

**8.7** Powers of Working Groups shall be as follows

**8.7.1** A Working 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 the Consortium's Articles required to be exercised or done by the Consortium in a General Meeting or by its Steering Group.

**8.7.2** The Consortium in General Meeting or its Steering Group shall have the power at any time and from time to time to withdraw, modify or enlarge the powers and tasks delegated to its Working Groups.

**8.7.3** The members for the time being of any Working Group of the Steering Group may act notwithstanding any vacancy in the body; provided always that a quorum of at least one third of the total membership (or as otherwise determined by the Steering Group) is present.

**8.8** Proceedings of the Working Groups shall be conducted as follows:-

**8.8.1** A Working Group may meet together and adjourn as it thinks proper within its brief, workplan and budget

**8.8.2** Working Group Chairs shall be responsible for convening and chairing meetings, distributing work to Group Members, meeting deadlines and keeping to approved budgets

**8.8.3** If at any meeting the Chair is not present within fifteen minutes after the time appointed for the meeting the Group Members present may choose one of their number to be chairman of the meeting.

**8.8.4** A Working 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 the Consortium for the time being vested in the group generally.

**8.8.5** A Working Group in the persons of its Chair 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 committee, and of all business transacted at such meetings, and copies of any and all such minutes and papers shall be sent to the Secretary and administrative staff of the Consortium. Urgent matters and items of particular importance should be notified to the Secretary without delay for onward transmission to all Representatives.

**8.8.6** Working Groups shall make an annual report to the Steering Group in the form of

(A) an advance action plan with identified costs within the Consortium's agreed Business plan

(B) a subsequent progress report on their action plan.

**8.8.7** Working Groups shall make such occasional reports to the Steering Group as they or the Steering Group judge to be relevant

**8.8.8** In all other respects, Working Groups will operate according to the relevant guidelines issued by the Steering Group from time to time.

NP/cb/5 January, 2001

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