

## **SOUTH WESTERN REGIONAL LIBRARY SERVICE**

### **Constitution, Revised and approved at 2011 AGM**

#### **General**

- 1) The organisation shall be known as "The South Western Regional Library Service".
- 2) The constitution shall be in conformity with the provisions of the Public Libraries and Museums Act of 1964.
- 3) The Service shall promote co-operation between the libraries in all sectors in the area bounded by Bath & North East Somerset, Bournemouth, Bristol, Cornwall, Devon, Dorset, Gloucestershire, North Somerset, Plymouth, Poole, Somerset, South Gloucestershire, Swindon, Torbay, Jersey, Guernsey and Wiltshire or any successor organisations and/or authority areas.
- 4) Libraries outside the above region may join as Associate members. Rules of membership are in Appendix 2.
- 5) Libraries may withdraw from membership by giving 12 months notice.
- 6) Each constituent member shall make such annual payments as may be fixed from time to time by the Regional Council.
- 7) All subscriptions and other dues shall be payable while in membership on an annual basis. Membership may be suspended if a member does not make payment within three months of the invoice date.
- 8) The procedure for co-operation shall be laid down by the Regional Council and shall be binding on all constituent members.
- 9) In the event of dissolution of the Service all assets remaining after the payment of all just debts should be paid or transferred to some other charitable institution or institutions having objects similar to the organisation and, if effect cannot be given to the same, then for some other charitable purpose.

#### **Powers**

- 10 The Service will arrange sharing of resources and loans between constituent members and maintain access to appropriate catalogues of resources as required.
- 11 The Service will arrange and facilitate training opportunities for members, as demands arise, to support workforce development.
- 12 The Service will, where appropriate, make grants to members by seeking or using available funds for the purpose of encouraging resource sharing and cooperative

working

- 13 The Service will act as an advocate for its members to support the development of their service where appropriate.
- 14 Co-operation will be established as far as feasible between the South Western Regional Library Service and the British library Document Supply Centre, other regional library systems and other bodies as appropriate.

## **Regional Council**

- 15 The final authority in all matters appertaining to the organisation shall rest with the Regional Council (hereinafter called the Council) which shall consist of the Librarian (or a representative) of each constituent member which has paid the subscription and other dues for the current year.
- 16 The Council shall meet at least twice a year, one of which will be the Annual General Meeting, to receive the Annual Report of the Management Board and to transact any other business. The Council shall meet at other times within twenty-eight days on receipt of the Honorary Secretary of a request for a meeting signed by nine of its members. Twelve members shall be a quorum. Notice of motion must be received in writing by the Honorary Secretary not less than six weeks before the date of the Annual General Meeting.
- 17 The Council shall, at its Annual General Meeting, appoint from its members a Chair, a Vice-Chair, an Honorary Secretary and an Honorary Treasurer, and also a Management Board by a ballot of members within each category, other than those with automatic representation on the Management Board as specified in Appendix 1. They shall serve for one year following the Annual General Meeting.
- 18 The Council shall cause proper minutes to be made of all its meetings and of all business transacted at such meetings. Any such minute of any meeting, if signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be conclusive evidence without giving further proof of the facts therein stated.

## **Management Board (see appendix 1)**

## **Amendments to the Constitution**

- 19 This constitution may be amended only at the Annual General Meeting of the Council or at a General Meeting specially convened for that purpose, provided always that no alteration be made to Clauses 3, 9,10, 11, 12,13 and 14, or this clause without the prior approval of the Charity Commission. No alteration shall be made which would cause the Organisation to cease to be a charity at law. Not less than six weeks notice in writing shall be given of any proposed amendment.

## **Appendix 1**

### **MANAGEMENT BOARD**

The Management Board members shall comprise the Officers, and seven ordinary members of the Council.

The seven ordinary members of the Management Board shall also be nominated, seconded and elected by ballot using appropriate means.

Of the seven ordinary members of the Management Board at least one and not more than two shall represent University Libraries, other educational and special libraries and at least four and not more than five shall represent public libraries. The term of office for these seven ordinary members of the Management Board shall normally be for three years. Members will not be prevented from seeking re-election at the end of their term of office. Terms of office shall take effect from the Annual General Meeting.

The Management Board may at its discretion appoint working groups reporting to the Board. Delegation will be made subject to any conditions that the Board may impose

### **TRUSTEES**

All members of the Board will be Trustees.

#### **The Management Board shall have the following responsibilities:**

1. The preparation and monitoring of a business plan for approval by the Council including preparation of the annual budget and subscription levels;
2. The negotiation, preparation and monitoring of the Organisation's contracts and service agreements subject to approval by the Council;
3. The production of an Annual Report which is to be presented to the Annual General Meeting of the Council;
4. Financial matters relating to the Organisation, including the provision of an audited financial statement to the Annual General Meeting of the Council;
5. The management of the Organisation in accordance with policies adopted by the Council;

6. The creation and monitoring of working groups reporting to the Management Board to address specific matters as appropriate;
7. Any other responsibilities delegated to it by the Council;
8. To grant such indemnities to all or any employees or officers (whether they be employed by the Organisation or any person(s) associated with it) as the Management Board from time to time think fit, provided that any indemnity shall extend only to actions or omissions which are not the result of bad faith on the part of the employee or officer concerned.

The Management Board shall meet as often as it considers necessary, subject to a minimum of four times per year. A meeting of the Board may also be convened by the Chair or on the request of any four of its members. The quorum for meetings of the Management Board shall be five unless fixed at any other number by the Management Board.

#### NO ALTERNATE MANAGEMENT BOARD MEMBERS

A Management Board member shall not be entitled to appoint another to take his place.

#### APPOINTMENT OF MANAGEMENT BOARD MEMBERS

The Management Board members may appoint a person who is willing to act to be a Management Board member either to fill a vacancy or as an additional Management Board member provided that the appointment does not cause the number to exceed any number fixed in accordance with this constitution as the maximum number of Management Board members. A person so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for reappointment. If not reappointed at such Annual General Meeting, he/she shall vacate office at the conclusion thereof.

Subject to the foregoing provisions of this constitution, a Management Board member who retires at an Annual General Meeting may, if willing to act, be reappointed. If he/she is not reappointed, he/she shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

#### DISQUALIFICATION AND REMOVAL OF MANAGEMENT BOARD MEMBERS

The office of a Management Board member shall be vacated if he/she resigns his office by notice to the Organisation; or he/she shall for more than six consecutive months have been absent without permission of the Management Board from meetings of the Management Board held during that period and the Management Board members resolve that his/her office be vacated.

## PROCEEDINGS OF THE MANAGEMENT BOARD MEMBERS

Subject to the provisions of this constitution, the Management Board members may regulate their meetings, as they think fit. Any such member may, and the Secretary at the request of such member shall, call a meeting of the Management Board. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote. Notice of every meeting of the Management Board shall be given to each Management Board member, including those who may for the time being be absent from the United Kingdom and have given the Organisation an address within the United Kingdom for service.

Any Management Board member may participate in a meeting of the Management Board or working group constituted of which he/she is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to this constitution and the Act, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is located

The Chair elected from time to time shall be the Chair of the Management Board. Unless they are unwilling to do so, the chair shall preside at every meeting of the Management Board at which he/she is present. But, if there is no Management Board member holding that office or if the member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chair shall be chair of the meeting.

All acts done by any meeting of the Management Board or working group, or by any person acting as a Management Board member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Management Board member and

had been entitled to vote.

A resolution in writing, signed by all the Management Board members entitled to receive notice of a meeting of the Management Board shall be as valid and effectual as if it had been passed at a meeting of the Management Board and which may consist of several documents in the like form each signed by one or more Management Board members

## **Appendix 2**

### **Associate members rules:**

For **Public Library authorities** these are:

- Free membership of SWRLS
- No charge for the loan of items to and from other SWRLS members
- Net lending credits do not apply
- There is a requirement to supply annual figures of items borrowed and loaned within SWRLS
- Attendance at Council members as observers, but with no voting rights

For **Academic and special libraries** these are:

- Annual membership fee charged at same rate as per HE/FE members within the SWRLS region. The charge per item loaned from other SWRLS members applies.
- Net lending credits apply if Associate Members loan more items than they borrow
- There is a requirement to supply annual figures of items borrowed and loaned within SWRLS
- Attendance at Council members as observers, but with no voting rights

**Approved at 2011 AGM**

20/10/11