



SOUTH WESTERN REGIONAL LIBRARY SERVICE

Report for SWRLS Regional Council Meeting.

Subject: New constitution.

Meeting date: April 5, 2017.

Report author: SWRLS Director, Shelagh Levett

1. Recommendation:

1.1. Approval of the new constitution.

2. Reasons for the report:

2.1. As agreed at the AGM on 6 November 2016, SWRLS will be applying to become a Charitable Incorporated Organisation (CIO). A new constitution is needed for the new organisation.

3. Background:

3.1. Following discussions at the SWRLS AGM in November 2015, the Management Board commenced a Fundamental Review of the organisation and in March 2016, appointed LISU (the Library and Information Statistics Unit) to carry out research to inform the Review.

3.2. The findings of the research were reported in July 2016. One of the conclusions found that the current constitution, as agreed in 2011, needed modernising and recommended that the constitution be revised '*so that it reflects a modern, forward-thinking organisation*', p34 SWRLS Review Final Report.

3.2. To enable the charity to become a CIO, a new constitution has been written using a template provided by the Charity Commission and closely follows the recommended template.

4. Benefits:

4.1. The new constitution is fit for purpose and is flexible to provide future-proofing. It should be in place for some years without the need for major amendment.

4.2. By closely following the Charity Commission's template, SWRLS' bid to become a CIO should be considered promptly. Any amendments to the wording in the template will need to be highlighted to the Charity Commission and could delay the decision for SWRLS to become a CIO.

5. Issues:

5.1. The new constitution is more comprehensive and detailed than the current one making direct comparison difficult. However, members' attention is drawn to the following clauses. These either detail new content or provide further clarification on certain issues:

- a. Clause 3 - Objects;
- b. Clause 6 - Benefits and payments to charity trustees and connected persons;
- c. Clause 7 - Conflicts of interest and conflicts of loyalty;
- d. Clause 9(1)(b) - (Membership) Admission procedure;
- e. Clause 11(1) - Types of general meeting - only one, i.e. the AGM, needs to be held;
- f. Clause 11(7) - Proxy voting;
- g. Clause 13(3) - retirement of trustees;
- h. Clause 16 - Reappointment of charity trustees;
- i. Clause 22 - Use of electronic communications;
- j. Clause 26 - Rules (see 5.6 for more detail)

5.2. Clause 13 details how the trustees will be elected. This clause does not mention the officer posts that SWRLS currently elects annually i.e. Chair, Vice Chair, Secretary and Treasurer. These posts will be dealt with within the Rules of the CIO. See 5.6 for more detail. Trustees will no longer need to be members of SWRLS. Whilst sector representation will be covered by separate rules, the officer posts and some ordinary trustee roles will be open to non-members. This provides the opportunity to appoint trustees with specific skills, such as legal, which may be under represented on the current Management Board. Also, please note, the 'officer' posts e.g. Chair will be elected to serve a three year term. These posts are currently elected annually. This will provide better continuity and brings these posts in line with the 'ordinary trustees' who are already appointed for a three year term.

5.3. The new constitution no longer details the geographic area in which SWRLS operates. This may be included in any rules that SWRLS agrees, but could restrict the area of operation if it were included in the constitution.

5.4. There is reference in several parts of the document to 'individual members' as per the Charity Commission template. It is not the Board's intention, at present, to admit individuals as members (members will remain library services), but the references have been left in to allow for this category should it be decided to offer this in the future.

5.5. Sub-clause 9(6) allows for the category of informal or associate membership, again as per the Charity Commission template. SWRLS currently offers an Associate Membership category. However when SWRLS becomes a CIO, this category will no longer be offered and any library service joining SWRLS will be full members. The category of Associate Member, and in particular the free membership offered to Associate Member public library services, was raised during the Fundamental Review as being somewhat unfair. This has been acknowledged by the Board and results in the deletion of this category. The sub clause is left in to allow for this category to be offered in the future, should the need arise.

5.6. The new constitution allows for the making of rules and bye laws. These rules will be drawn up and presented to Council for agreement in a separate report.

6. Conclusion:

6.1. A revised constitution is long overdue. The new constitution being proposed will enable SWRLS to apply for CIO status, is fit for purpose and is future proofed. Council is asked to approve the new constitution.

Shelagh Levett,

Director of SWRLS, on behalf of SWRLS Management Board,

14/02/17

Related documents:

[Current constitution.](#)

[Minutes of the 2015 AGM.](#)

[Minutes of the 2016 AGM.](#)

[SWRLS Fundamental Review final report.](#)