

The Chartered Institute of Library and Information Professionals in Scotland (CILIPS)
In affiliation with

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Rules and Regulations

1. The Body shall be named the Chartered Institute of Library and Information Professionals in Scotland (CILIPS) in affiliation with the Chartered Institute of Library and Information Professionals (CILIP).
2. CILIPS is a registered charity in Scotland under the auspices of the Office of the Scottish Charity Regulator (OSCR)
3. CILIPS is affiliated to CILIP. The relationship between CILIP and CILIPS is governed by a 1931 and 1995 agreement between the Library Association and the Scottish Library Association, supplemented by an CILIPS/CILIP operational schedule dated 2011.
4. In pursuance of CILIPS' mission and aims, the Trustee Board is responsible for all policy, financial and operational matters relating to internal affairs and for those professional issues solely affecting the operation, development and promotion of library and information services in Scotland.
5. The Council represents CILIPS branches, CILIP groups with an active committee in Scotland and the wider membership in Scotland. Its purpose is to contribute to the work of the Trustee Board through the provision of advice and support.
6. Rules and Regulations shall be agreed by a General Meeting of members of CILIPS.
7. CILIPS shall consist of Personal, Organisational, Corresponding and Honorary Members. Membership eligibility is normally identified by a Scottish residential address.
8. **Personal Members**
All persons resident or employed in Scotland who are members (Chartered Fellows, and Chartered, Associate, Affiliated and Student Members as defined in the Bye Laws of CILIP shall be Personal Members of CILIPS. Voting and nominating rights are granted to members whose subscription is not in arrears as defined by Regulations and Bye Laws of CILIP.
9. **Organisational Members**
Organisations located in Scotland and in membership of CILIP shall be Affiliated Members of CILIPS. Each Organisation shall nominate a delegate to represent it. Such a delegate may attend the meetings of CILIPS and, on behalf of the Organisation represented, shall enjoy all the privileges of membership.

10. **Corresponding Members**

Members of CILIP who pay an additional fee to join CILIPS shall be Corresponding Members of CILIPS in addition to holding membership of their own local branch but shall not have any voting rights in respect of CILIPS business or stand for election within CILIPS.

11. **Subscriptions**

The Annual Subscriptions of members shall be payable to CILIP in accordance with its Bye- Laws.

12. **Trustee Board (The Board)**

The affairs of CILIPS shall be managed by the Trustee Board. The Board will comprise:

- President – ex officio (non-voting) and elected from the membership;
- Vice President – ex officio (non-voting) and elected from the membership;
- Honorary Treasurer; and
- 9 Trustees directly elected by CILIPS members

The quorum shall be 5. Only those members who are eligible to vote at Board elections should be eligible for election to the Board.

13. From its number, the Board shall appoint a Chair of Board (annually) and such other officers as the Board may decide, except Honorary Treasurer (see Rule 22), to hold office from the first day of January of the year ensuing. Holders of these offices shall be eligible for re-appointment.

14. Casual vacancies may be filled by the Board subject to the provisions of Rule 7.

15. Transactions or resolutions of the Board shall not at any time be invalid through the number of its members being short of the quorum by reason of death or resignation.

16. There shall be four meetings of the Board each year, on dates to be fixed by the Board. Additional meetings may be called in special circumstances. Special meetings of the Board may be summoned by the Chair of Board, or CILIPS' Director (the Director) or by requisition of four members of the Board.

17. The Trustee Board and any committees established by the Board may conduct their business by electronic means with any decisions homologated by Board and recorded in the minutes.

18. At the Annual Election CILIPS members shall elect sufficient Trustees to ensure compliance with Rule 12 above. In normal circumstances such trustees shall hold office for three years from the first day of January of the year ensuing, and at the end of that period such Trustees shall be eligible for re-election. Trustees are subject to the conditions of the Office of the Scottish Charity Regulator and must agree to the requirements of the CILIPS trustee role description.

19. All nominations shall be made by members of CILIPS as defined in Rules 7-9 above. Nominations must reach the Director by the first day of October. In the absence of

nominations, or of a sufficient number of nominations for Trustees, the Board shall appoint a sufficient number of members to constitute the Board for the ensuing period.

20. The election shall be by means of voting papers containing the names and designations and a 100 word supporting statement of all persons nominated for office, together with the names of two nominators. The voting papers shall be issued to each member whose subscription is not in arrears in the year of the election. Scrutineers shall be appointed by the Board from amongst those who are not Trustees and not candidates for the election. A tie shall be decided by the Board at its first meeting following the election. Voting may be by electronic or paper means.
21. The Trustee Board may appoint or accept nominations from the Board or Council to relevant external committees or organisations as required. The appointment will be for one year and shall be eligible for re-appointment.
22. The Honorary Treasurer will be elected for a 2 year period by CILIPS members entitled to vote and shall be eligible for re-election. Election will follow the procedure laid out in Rules 19 and 20. The Honorary Treasurer will hold office from the 1st December in the year of their election for 24 months.
23. Nominations for Vice President shall be made by members of CILIPS as defined in Rules 8-10 above and agreed by the Trustee Board to serve for 2 years – as Vice President and President respectively. Nominations should reach the Director by the first day of October. In the event of more than one nomination being received, election will follow the procedure laid out in Rule 20 above.
24. Any CILIP member may attend Board meetings with observer status. However, in matters of a confidential nature, they may be asked to leave. The CILIP CEO or designated substitute may normally attend meetings of the Board as an additional observer and receive all relevant papers. However, in matters of a confidential nature they may be asked to leave the meeting.
25. Chair of the Board of Trustees will hold a casting vote, to be used if the Board vote is equal.
26. Persons who have rendered distinguished service in promoting the objects of CILIPS may be elected as Honorary Members. Honorary Members shall be elected by vote of the Members present at the Annual General Meeting or EGM on the nomination of the Trustee Board.

27. Persons who have rendered distinguished service in promoting the objects of CILIPS, or whose election may be advantageous to its interests, may be elected the title of Honorary President or Honorary Vice President. The Honorary President shall be elected by the Trustee Board. Honorary Vice Presidents shall be elected by vote of the members present at the Annual General Meeting or EGM on the nomination of the Trustee Board. Persons elected as Honorary President/Vice President are not part of the Trustee Board.

28. Council will comprise:

- Chair of Trustee Board (ex officio);
- Honorary Treasurer (ex officio);
- One additional member of the Trustee Board elected annually who will chair the Council and act as link to the Trustee Board; and
- 1 representative from the Committee of each of the active branches in Scotland elected annually; and
- 1 representative of each CILIP group with an active Committee in Scotland elected annually

The quorum will be one more than half of the total number of Council members at the time.

29. There shall be a minimum of two Council meetings each year.

30. The Council may conduct its business by electronic means with any decisions homologated by the Council and recorded in the minutes.

31. The Council from amongst its number will appoint a Vice Chair to act as deputy for the Chair.

32. Names of the representatives to the Council from Branches and CILIP Groups will be sent (with contact details) to CILIPS' Director by 1st November of the year prior to their first attendance at the Council. If any such members are unable to attend a Council meeting, Branches and Groups may choose to be represented by a substitute who will enjoy full member rights and responsibilities.

33. Any CILIP member may attend Council meetings with observer status. However, in matters of a confidential nature, they may be asked to leave the meeting.

34. CILIPS Trustee Board shall develop an annual business plan in consultation with CILIPS Council and taking into consideration CILIP strategic objectives and business plan.

35. The Board shall present to the Annual General Meeting a report on the work of CILIPS during the previous year.

36. The business plan and annual report will be communicated to CILIP CEO for information.

37. The Director shall keep a record of all proceedings, shall draft reports, issue notices, conduct correspondence, and shall have charge of all books, papers and other property appertaining to service delivery.
38. The Honorary Treasurer, with the support of the Director, is accountable for all monies due to CILIPS, shall make such payments as the Board directs, and shall keep an account of all receipts, payments, assets and liabilities, of which they shall submit a report to the Annual General Meeting, and whenever requested, to the Board.
39. A firm of Chartered Accountants will be appointed through competitive process as auditors and shall prepare an annual statement of CILIPS' accounts in line with Scottish charity law. The appointment will be for 3 years after which it will be put out to tender.
40. There shall be an Annual General Meeting of CILIPS at a time and place to be determined by the Board with no more than 16 months elapsing between such meetings.
41. At least two calendar months' notice shall be communicated to each member of CILIPS.
42. Notices of motion for consideration at the Annual General Meeting must be signed and communicated to the Director at least one calendar month before the Annual General Meeting, and must be printed in the summons to the meeting.
43. The Annual General Meeting of CILIPS shall receive and consider:
 - The annual report of the charity and Trustees on its behalf;
 - The Honorary Treasurer's report; and
 - Motions of which notice shall have been given in the summons to the meeting.

It shall agree the appointment of accountants, in accordance with Rule 39, and shall transact such other business as may competently be brought before it, although previous notice may not have given to Members.

44. Procedure at General Meetings

- a. The Chair shall be the Trustee Board Chair or Honorary Treasurer in his/her absence.
- b. Only valid members of CILIPS may vote at the Annual General meeting (See Rule 7)
- c. Motions for consideration at such meetings should be signed and communicated to the Director at least one calendar month before the meeting and should be included in the summons to the meeting. The member submitting the motion must be present at the meeting. If the mover is unable to attend the motion will only be considered if the mover has given authority in writing of their consent that it should be taken up by some other member.
- d. Members may seek further information or clarification on any matters under discussion from the Director where possible in advance of the meeting, so that such information can be available.

During the debate on motions only the following procedural motions are admitted:

- To amend the motion
 - That consideration of the question is postponed
 - That the meeting proceeds to the next business
 - That the question now be put
 - That the meeting does now adjourn
 - The Chair of the meeting can limit the time spent on each motion.
45. Special general meetings shall be held at the discretion of the Board or by requisition of 20 members of CILIPS. Appropriate timescales for such meetings will be agreed by the Trustee Board.
46. Appropriate voting procedures will be agreed by the Trustee Board in advance of any meeting.
47. Ballots of the membership shall be invigilated by independent scrutineers who are not Trustees nor have a vested interest in motions.
48. **Groups**
A CILIP Special Interest Group with an active committee in Scotland may send a representative to the Council.
49. **Branches**
The purpose of branches and associated funding is to support professional activity and enable associated networking opportunities at regional level.
50. Upon receipt of a request in writing from not fewer than 10 members of CILIPS resident or employed in a district, the Board may, at their discretion, authorise the creation of a branch of CILIPS. The Board shall define the area to be covered by the Branch, and all members resident or employed in the area shall be members of the branch.
51. Each branch shall, before December each year, appoint a Chair, Honorary Secretary, Honorary Treasurer and a Committee to arrange and conduct the business of the branch. Branch officers and committee members shall hold office from the first day of January of the year ensuing. The Chair of Board and Honorary Treasurer of CILIPS shall be **ex-officio** members of all branches and branch committees and may exercise their option to attend.
52. Committees should comprise not fewer than 6 and not more than 12 CILIPS members, including Honorary Officers.
53. Branch meetings shall be open to all members of CILIPS with full privileges, except that only members of the branch may take part in the nomination and election of branch committee members, branch honorary officers and representatives of the Council.

54. A branch shall not levy upon any of its members any membership fee. The Honorary Treasurer and/ or Director of CILIPS shall provide funds for postages and other expenses approved by the Board.

55. Each Branch Committee shall meet at least once during the financial year.

56. Alteration of the Rules

Proposals for any alteration of the foregoing Rules shall be brought before the Annual General Meeting or a Special General Meeting called for that purpose. Notice of any such proposed alteration, giving the terms of the said proposal, shall be issued with the summons to the Annual General Meeting or Special General Meeting.

57. Dissolution Clause

The organisation may be dissolved at any time by a resolution passed by two thirds majority of those present and voting at a Special General Meeting of the organisation, provided that any property remains after satisfaction of all debts and liabilities. Such property shall, with Board approval, be given or transferred to such other institutions having objects similar to some or all of the objects of the organisation.