

**The Chartered Institute of Library and Information Professionals in Scotland (CILIPS)  
Rules and Regulations**

**DRAFT – for approval at 2024 AGM**

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 Scottish Charitable Incorporated Organisation (SCIO) 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 a [Partnership Agreement](#) that is agreed on a rolling annual basis.
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, other CILIPS communities 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, Affiliate and Honorary Members. Membership eligibility is normally identified by a Scottish residential address although members can join CILIPS from outside Scotland.

**8. Personal Members**

All persons resident or employed in Scotland who are 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. **Employer Partners**

Organisations located in Scotland and in membership of CILIP via the Employer Partnership scheme shall also be CILIPS members.

## 10. **Affiliate Members**

Members of CILIPS who pay an annual fee to join shall be [Affiliates of CILIPS](#) but not a member of CILIP.

## 11. **Subscriptions**

The Annual Subscriptions of members shall be payable to CILIP in accordance with its Bye-Laws. The Annual subscription for Affiliates of CILIPS is payable directly to CILIPS.

## 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);
- Vice President – ex officio (non-voting) and elected from the membership – The Vice-President automatically becomes President the following year;
- 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 and Vice-Chair of Board (annually) to hold office from the first day of January of the year ensuing. The Chair and Vice-Chair shall be eligible for re-appointment.

14. The Board may co-opt additional Trustees to fill vacancies unfilled via the election process or casual vacancies subject to the provisions of Rule 7.

15. Board recruitment and representation will be informed by a commitment to Equalities, Diversity and Inclusion, to be reviewed and updated on an annual basis by the CILIPS Trustee Board.

16. All Board members must agree to a Code of Conduct

17. Any complaints related to the actions of either the organisation as a whole or a particular Board member will be handled using a complaints procedure, and this will be publicly available on the CILIPS website.

18. This Code of Conduct and Complaints Procedure will be made publicly available on the CILIPS website.

19. If any member of the Board (either Trustee or ex-officio members) breaches the Code of Conduct then Trustees are empowered by majority decision to take any action they

agree would be appropriate to the situation and in accordance with OSCR regulations. This would include being suspended or removed from the Board.

20. 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.
21. There shall be at least 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 the Director of CILIPS or by requisition of four members of the Board.
22. The Board may hold meetings using online video meeting software as needed.
23. 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.
24. The CILIPS Executive Committee will consist of the Chair of Trustee Board, Vice Chair of Trustee Board, Honorary Treasurer and supported by the Director of CILIPS.
25. The Executive Committee is responsible for making executive decisions on behalf of the CILIPS Trustee Board related to urgent matters which arise between scheduled meetings of the Board or its Committees. Agenda items will, in the opinion of the Director of CILIPS, be urgent, competent and/or impossible to be referred to the Trustee Board in its normal planned cycle.
26. The CILIPS Finance and Staffing committee will consist of the Honorary Treasurer, Vice Chair plus 3 full voting members of Board. In addition the Director of CILIPS shall be an ex-officio member of the Committee. The meetings will be Chaired by the Honorary Treasurer.
27. The remit of the Finance and Staffing Committee is to:
  - Maintain an overview of all matters concerned with finance and staffing;
  - To review and update financial regulations and policies of the organisation;
  - To keep under review CILIPS bank accounts and reserves;
  - To advise the Board in relation to the human resources and organisational development function including policies and associated procedures covering recruitment, training, equal opportunities, discipline and grievance;
  - To be responsible for reviewing and determining salary, terms and conditions of appointment and, where appropriate, determining a scheme of severance for CILIPS staff;
  - To keep under review the terms of the CILIP financial settlement to meet the commitments outlined in the Service Level Agreement;

- To review and make recommendations on all funding applications received via the Professional Development Fund Awards calls;
  - To review and make recommendations on all funding applications and sponsorship.
28. At the Annual Election CILIPS members shall elect sufficient Trustees to ensure compliance with rules 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 can sit on the Board for 2 consecutive 3-year terms at which point they must resign but will be able to stand again after a further 3-year period. 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.
29. All nominations shall be made by members of CILIPS as defined in Rules above. Nominations must reach the Director of CILIPS following a public call . 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.
30. 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 one nominator. The online voting form shall be issued to each member of CILIPS . A Scrutineer shall be appointed, who is not a Trustee and not a candidate for election. A tie shall be decided by the Board at its first meeting following the election. Voting will primarily be by electronic means unless requested otherwise.
31. 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 a set term of 1-3 years and shall be eligible for re-appointment.
32. The Honorary Treasurer will be elected for a 3 year period by CILIPS members entitled to vote and shall be eligible for re-election. The Honorary Treasurer will hold office from the 1<sup>st</sup> December in the year of their election for 24 months.
33. 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 of CILIPS by a set deadline. In the event of more than one nomination being received, election will follow the procedure laid out above.
34. 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.

35. Chair of the Board of Trustees will hold a casting vote, to be used if the Board vote is equal.
36. 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 on the nomination of the Trustee Board.
37. 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. The Honorary President shall be elected by the Trustee Board and approved at the AGM by the membership. Persons elected as Honorary President are not part of the Trustee Board.
38. Council will comprise:
- One 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 or communities 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.

39. There shall be a minimum of two Council meetings each year.
40. The Council may conduct its business by electronic means with any decisions approved by the Council and recorded in the minutes.
41. If the Chair is unavailable the CILIPS Council meetings will be Chaired by a member of CILIPS staff.
42. Names of the representatives to the Council from Branches and Groups will be sent (with contact details) to the Director of CILIPS by 1<sup>st</sup> January of the year of 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 from their committee.
43. 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.
44. CILIPS Trustee Board shall develop an annual delivery plan in consultation with CILIPS Council and taking into consideration CILIP strategic objectives and business plan.

45. The Board shall present to the Annual General Meeting a report on the work of CILIPS during the previous year.
46. The business plan and annual report will be communicated to CILIP CEO for information.
47. The Director of CILIPS 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.
48. The Honorary Treasurer, with the support of the Director of CILIPS, 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.
49. 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 reviewed each year and put out to tender at the Board's request.
50. 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.
51. At least two calendar months' notice shall be communicated to each member of CILIPS.
52. Notices of motion for consideration at the Annual General Meeting must be signed and communicated to the Director of CILIPS or the Chair of CILIPS Board at least one calendar month before the Annual General Meeting, and must be printed in the summons to the meeting.
53. 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.
54. **Procedure at General Meetings**
  - a. The Chair shall be the Trustee Board Chair or Honorary Treasurer in their absence.
  - b. Only valid members of CILIPS working or residing in Scotland 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 of CILIPS 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 of CILIPS 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.

55. 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.

56. Appropriate voting procedures will be agreed by the Trustee Board in advance of any meeting.

57. Ballots of the membership shall be invigilated by independent scrutineers who are not Trustees nor have a vested interest in motions.

**58. Groups**

A CILIP Special Interest Group with an active committee in Scotland may send a representative to the Council.

**59. Branches**

The purpose of branches and associated funding is to support professional activity and enable associated networking opportunities at regional level.

60. Each branch shall, before December each year, appoint a Chair, Secretary, Treasurer and a Committee to arrange and conduct the business of the branch as per the Branch Rules available on the CILIPS website. 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 can be **ex-officio** members of all branches and branch committees and may exercise their option to attend.

61. Branch Rules will be continually reviewed by the Council and any changes will be put before the Trustee Board for approval.

62. 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 expenses approved by the Board.

**63. 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.

**64. 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.