

The Companies Acts 1985 to 1989

Company limited by guarantee and not having a share capital

**Memorandum and Articles of Association**

**of**

**The Society of College, National and University Libraries**

The Companies Acts 1985 to 1989

Company limited by guarantee and not having a share capital

Memorandum of Association

of

the Society of College, National and University Libraries

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- 1 The name of the Company (hereinafter called 'SCONUL') is 'the Society of College, National and University Libraries'.
- 2 The Registered Office of SCONUL will be situate in England.
- 3 The objects for which SCONUL are established are  
  
Generally to promote, maintain and advance the science and practice of librarianship and to improve the overall standards of national and university libraries for the benefit of the public.
- 4 In furtherance of these objects but not otherwise it will
  - (A) monitor developments in the environment of the higher education sector, assess the implications for libraries and represent the views of university and national libraries to policy making bodies
  - (B) arrange meetings, lectures and discussions and disseminate the results thereof
  - (C) provide professional advice and information services to its members and facilitate exchanges of experience and professional developments
  - (D) publish books, pamphlets, reports, journals, leaflets and other material in whatever form
  - (E) cooperate with other charitable bodies having similar objects and accept the administration of grants and donations for the general objects of SCONUL or (within these general objects) for specific purposes
  - (F) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which SCONUL may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of SCONUL
  - (G) subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of SCONUL as may be thought expedient with a view to the promotion of its objects
  - (H) undertake and execute any charitable trusts which may be lawfully undertaken by SCONUL and may be conducive to its objects

- (I) subject to such consents as may be required by law to borrow or raise money for the purposes of SCONUL on such terms and conditions and on such security as may be thought fit
- (J) engage or employ such persons (whether as employees, consultants, advisers or howsoever) as may be required for the purposes of SCONUL and on such reasonable terms and at such reasonable remuneration as may be thought fit
  - (K) make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows, widowers and other dependants
  - (L) establish, support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of SCONUL or calculated to further its objects
  - (M) invest the moneys of SCONUL not immediately required for its purposes in or upon such investments, securities and property as may be thought fit
  - (N) draw, make, accept, endorse, discount, execute and issue promisory notes, bills, cheques and other instruments and to operate bank accounts
  - (O) pay out of the funds of SCONUL the cost of any premium in respect of any indemnity insurance to cover the liability of the Executive Board (or any member of the Executive Board) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to SCONUL; provided that any such indemnity insurance shall not extend to any claim for loss arising from any act or omission which the Executive Board (or any member of the Executive Board) knew to be a breach of trust or breach of duty or which was committed by the Executive Board (or any member of the Executive Board) in reckless disregard of whether it was a breach of trust or duty or not
  - (P) all such things are as necessary to the attainment of above objects or any of them.

5 The income and the property of SCONUL whencesoever derived shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of SCONUL or persons representing such members. No member of the Executive Board of SCONUL shall be appointed to any office of SCONUL paid by salary or fees or receive any remuneration or other benefit in money or money's worth from SCONUL.

PROVIDED THAT nothing herein shall prevent the payment in good faith by SCONUL

- (a) of reasonable and proper remuneration to any member, or person representing a member of SCONUL, or to any officer or employee of SCONUL (not being member of its Executive Board) for any services actually rendered to SCONUL
- (b) of interest on money lent by any member of SCONUL or its Executive Board at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by SCONUL's bankers, or at the rate per annum of 3 per cent, whichever is the greater

- (c) of reasonable and proper rent for premises demised or let by any member of SCONUL or any representative of such a member or a member of its Executive Board
  - (d) of reasonable out-of-pocket expenses to any members of SCONUL or any representative of such a member or a member of its Executive Board
  - (e) Of reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 4 (O) above.
- 6 The liability of members is limited.
- 7 Each member of SCONUL undertakes to contribute to the assets of SCONUL in the event of the same being wound up while it is a member or within one year after it ceases to be a member, for the payment of the debts and liabilities of SCONUL, contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 8 If upon winding up or dissolution of SCONUL there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of SCONUL but if and so far as effect can be given to the next provision shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of SCONUL and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on SCONUL under or by virtue of Clause 5 of its Memorandum of Association, such institution or institutions to be determined by the members of SCONUL at or before the time of dissolution, and if and so far as effect cannot be given to such provisions then to some other charitable object with the approval of the Charity Commissioners.

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Articles of Association

Of

The Society of College, National and University Libraries

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- 1 In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANINGS</b>
SCONUL	This company
The Act	The Companies Act 1985 (including any statutory or re-enactment thereof for the time being in force)
These Articles	These Articles of Association as originally framed, or as from time to time altered by Special Resolution
Members	The members of SCONUL for the time being and from time to time
Representative	An individual representing a Member, as provided in Articles 13 and 17 of these Articles
Observer	A Representative of any institution or professional body having Observer status in accordance with Article 11 of these Articles
The Executive Board	The executive of SCONUL being the body specified in Articles 45 to 67 of these Articles to act as Board of Directors
Office	The Registered Office of SCONUL
Seal	The Common Seal of SCONUL
Year	Calendar year
Library	A collection of information resources available for consultation. This term is taken to encompass Members' organisational groupings combining libraries with audio-visual, computing and other services.

- 2 Words importing individuals include bodies corporate; the masculine gender shall include the feminine, and the singular shall include the plural and vice versa.

- 3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 4 Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

## Members

- 5 The membership of SCONUL shall be available to those institutions which, being bodies corporate, fulfil the membership criteria laid out below and as amended and approved from time to time by a quorate General Meeting of Members.
- 6 **Full Membership** is available to
  - 6.1 Universities in the United Kingdom with a Royal Charter or through designation by the Further and Higher Education Acts 1992.
  - 6.2 Universities in the Republic of Ireland recognised by the Department of Education of the Republic of Ireland and funded by the Higher Education Authority (Republic of Ireland).
  - 6.3 A part of a federal university meeting the criteria for this category of membership framed from time to time by the Executive Board on behalf of SCONUL and contained in its Rules for the Conduct of Business.
  - 6.4 Institutions of higher education not designated as universities but comparable in nature and mission to a university and other relevant incorporated bodies meeting the criteria framed from time to time by the Executive Board on behalf of SCONUL and contained in the Rules for the conduct of business.
  - 6.5 The designated National Libraries of Britain, Ireland, Scotland and Wales as well as any other national libraries in the British Isles functioning as research libraries for the general public and having a substantial collection of national significance. The national libraries shall be exceptionally eligible to additional Memberships upon a recommendation made by the Executive Board of SCONUL and approved by a full meeting of the representatives. Such exceptional arrangements shall be subject to alteration by resolution passed at a General Meeting.
- 7 **Corporate Membership** may be available, on application to the Executive Board, to companies and other bodies' corporate not otherwise eligible under the criteria for membership. On receipt of an application, the Executive Board shall at its absolute discretion decide whether to admit the applicant into Corporate Membership on the grounds that its business is well aligned with the affairs and objectives of SCONUL's other members. Corporate Members shall have no vote in the deliberations of SCONUL nor shall they appoint Representatives eligible for election to the Executive Board, but they shall have the right to attend meetings, provided that, at each meeting, no more than three persons attend on behalf of a particular Corporate Member
- 8 No university, educational establishment or library as specified in Articles 5 to 6 of these Articles shall become a member before its application for membership, having been considered by the Executive Board, shall have been approved by a resolution of SCONUL passed at a General Meeting.
- 9 Upon a recommendation from the Executive Board SCONUL may by resolution passed at a General meeting (a) exclude from membership any organisation meeting the stated criteria; (b) terminate the membership of any existing member. The Executive Board

shall not be bound to assign any reason for such recommendation, nor shall SCONUL be bound to assign any reason for such exclusion or termination.

- 10 A member may be written notice deposited at the Office not later than fourteen days before the date fixed for the Annual General Meeting in any Year resign its membership with effect from the expiry of the Year in which such notice is deposited PROVIDED THAT if at any Annual General Meeting an amendment to the basis upon which a Member's subscription is to be calculated for the following Year is proposed which if passed would have the effect of increasing a Member's subscription then that Member may by the oral declaration of its Representative (or proxy) at the meeting before such amendment is voted upon (confirmed by notice in writing deposited at the Office within three days after the declaration is made) resign its membership with effect from the expiry of the then current Year.
- 11 Observer status shall be offered to such institutions or professional bodies as recommended by the Executive Board and approved by a resolution passed at a General Meeting. Such observers shall also be eligible to subscribe to the information services offered to members on terms and conditions so approved. The Executive Board may with the approval of the quorate General Meeting suspend or remove any or such observer statuses. Organisations having Observer status have no rights to vote or be represented within SCONUL but their representatives may be coopted to assist with the work of SCONUL as laid out in its Rules for the Conduct of Business.
- 12 Each national, or academic library, being a body corporate, and each other university and educational establishment, being a body corporate whose library was immediately prior to 31 March 1994 a member of the unincorporated association called the Council of Polytechnic Librarians may within a period of three months of that date deposit at the Office a written consent to becoming a member of SCONUL and shall thereby be admitted to Membership of SCONUL.

### Representatives

- 13 Full Members shall normally have as their Representative the Librarian or the Principal Officer in charge of the member's Information Services.
- 14 [rescinded by Special Resolution 3 at the Annual General Meeting on 11 April 2000]
- 15 A Representative shall be appointed, and may be removed, by written notice to SCONUL from the Member entitled to be represented. An appointment or removal so made shall take effect only upon deposit of such notice at the office.
- 16 The termination or resignation of membership of a Member pursuant to Articles 9 and 10 of the Articles shall *ipso facto* terminate the appointment of any Representative appointed by such member.
- 17 All Representatives shall be entitled to receive notice of, to attend, speak at and vote at General Meetings of SCONUL.

### General Meetings

- 18 An Annual General Meeting shall be held not more than eighteen months after the incorporation of SCONUL and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as be determined by the Executive Board. General Meetings are for the conduct of company matters which are required by the Act or these

Articles to be dealt with by SCONUL in general meeting and should be distinguished from business Meetings where the organisation pursues its general objectives.

- 19 All other general Meetings shall be called Extraordinary General Meetings.
- 20 The Executive Board may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

### Notice of General Meetings

- 21 An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day on which it is given. Notice shall be given to each member and to its Representative or Representatives. The accidental omission to give notice to, or the non-receipt of notice by any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.
- 22 Every notice calling a General Meeting shall specify the place, the day and the hour of the meeting, if other than ordinary business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
- 23 Ordinary business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say
  - 23.1 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
  - 23.2 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
  - 23.3 the election of the Executive Board members in place of those retiring; and
  - 23.4 the election of the Chairman, the Vice-Chairman, the Honorary Treasurer and, if appropriate, the Honorary Secretary of SCONUL.

### Proceedings at General Meetings

- 24 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 Representatives whom the Members for the time being are entitled to appoint shall be a quorum for all purposes.
- 25 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 Chairman 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.



- 26 The Chairman of SCONUL, failing whom its Vice-Chairman, shall preside as Chairman at every General Meeting but if there be no such Chairman or Vice-Chairman 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.
- 27 The Chairman 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).
- 28 At any General 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
- 28.1 the Chairman; or
- 28.2 no fewer than three Representatives; or
- 28.3 Representatives being in number not less than one-tenth of the aggregate number of all Representatives whom the Members for the time being are entitled to appoint.
- A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand not be 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.
- 29 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 in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
- 30 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such a manner as the Chairman 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 Chairman 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.
- 31 A poll demanded on the election of a Chairman 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 Chairman 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.
- 32 On a poll votes may be given either by a Representative or by his proxy.
- 33 Every Representative shall have one vote.

34 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the poll is demanded shall be entitled to a second or casting vote.

34.1 No resolution shall be rescinded or amended at the same meeting at which it is passed. Twenty-eight days notice of its rescindment or amendment must be given, but the resolution shall not be rescinded or amended unless by the consent of the members present at the meeting at which the rescindment is considered.

### Proxies

35 The instrument appointing a proxy shall be in writing under the hand of the Representative making the appointment and must be deposited at the Office, or such other place, if any, as is specified for that purpose in the notice convening the Meeting, not less than forty-eight hours before the time appointed for holding the Meeting or the adjourned Meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of the proxy shall not be treated as valid.

36 The instrument appointing a proxy shall be in the following form or as near thereto as circumstances shall admit:-

SOCIETY OF COLLEGE, NATIONAL AND UNIVERSITY LIBRARIES (SCONUL)

I,  
of  
a Representative of SCONUL representing (name of the member), hereby appoint \_\_\_\_\_ or failing him, \_\_\_\_\_ to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of SCONUL to be held on (date) and at every adjournment thereof.

Dated

Signed

37 The appointment of the proxy shall be deemed to confer authority to join in demanding a poll.

38 A valid proxy shall, unless the contrary is stated thereon, remain valid as well for an adjournment of the Meeting as for the Meeting which it relates.

39 A vote given in accordance with the terms of the appointment of the proxy shall be valid notwithstanding the previous death of the Representative executing the proxy or the previous revocation of the proxy, provided that there has not been deposited at the Office, before the commencement of the meeting or Adjourned Meeting or poll at which the vote is given, any written revocation of the proxy or any removal of the Representative under the terms of Article 15 of these Articles.

### Officers

40 There shall be the following Officers of SCONUL, all of whom except the Secretary and any Deputy or Acting Secretary, shall be Representatives:-

40.1 A Chairman [or other title]

40.2 A Vice-Chairman [or other title]

- 40.3 An Honorary Treasurer
- 40.4 A Secretary, and
- 40.5 If appointed as provided in Article 42 of these Articles, a Deputy or Acting Secretary or an Honorary Secretary.
- 41 A Vice-Chair and Honorary Treasurer shall be elected at the Annual General Meeting to hold Office as follows until the end of the Annual General Meeting at the end of his or her term of office, unless he or she shall before then cease to be a Representative:
- 41.1 Vice-Chair: two years, after which he or she shall become Chair for two years with no immediate eligibility for re-election to either office
- 41.2 Honorary Treasurer: three years, with eligibility for one additional term in his or her office.
- 42 A Secretary, Deputy, Acting or Honorary Secretary shall be appointed as follows:-
- 42.1 The Secretary shall be appointed by the Executive Board and shall hold office for the term of his contract of employment or until such time as the contract of employment is terminated by the Executive Board.
- 42.2 The Deputy and Acting Secretary shall be appointed by the Executive Board to hold office for such period as shall be agreed by the Executive Board.
- 42.3 The Honorary Treasurer shall be appointed at the Annual General Meeting to hold office for such a period as shall be agreed by the Executive Board or until he ceases to be a Representative if earlier.
- 43 If at any time there shall be a vacancy amongst the Officers (other than the Secretary, Deputy or Acting Secretary) the same shall be filled by a Representative appointed by the Executive Board who shall hold office until the end of the Annual General Meeting next following his appointment but shall be eligible for election at such meeting.
- 44 A nomination for election of a Representative to the post of officer in accordance with Articles 41 and 42 of these Articles shall be in writing and deposited at the Office not later than twenty-one days before the Annual General Meeting at which the election is to be proposed, signed by two Representatives, and by the Representative nominated, to indicate his consent to the nomination.

### **The Executive Board**

- 45 The Executive Board shall comprise: -
- 45.1 ex-officio, the Officers for the time being other than the Secretary. A Deputy, Acting or Honorary Secretary may at the discretion of the majority of the Executive Board be a member of the Executive Board for the length of his duty
- 45.2 not more than eight elected Representatives
- 45.3 during the year immediately following his term of office, any person who has held the office of Chair continuously for two years.
- 46 The eight elected Representatives shall each serve for three years with no immediate eligibility for re-election to this role.

- 47 At each Annual General Meeting the elected Representatives who have completed their term of office on the Executive Board shall retire and shall not be eligible for re-election until the next succeeding Annual General Meeting. As between persons who commenced service on the same day those to retire shall, unless they otherwise agree among themselves, be determined by lot.
- 48 The Executive Board shall have the power to co-opt up to four representatives or observers each serving for a period of up to but not exceeding three years.
- 49 The Executive Board may fill any casual vacancy amongst the elected Representatives on the Executive Board by co-option from amongst the Representatives, but persons so co-opted to the Executive Board shall retire at the Annual General Meeting next following their co-option and shall be eligible for election at such meeting.
- 50 A nomination for election of a Representative to the Executive Board shall be in writing and deposited at the Office not later than twenty-one days before the Annual General Meeting at which the election is to be proposed, signed by two Representatives, and by the Representative nominated to indicate his consent to the nomination.
- 51 Elections for the selection of Representatives to serve on the Executive Board shall be held at the Annual General Meeting in accordance with Article 23.3 of the Articles.

### **Disqualification of Executive Board members**

- 52 The Office of an Executive Board Member shall be vacated
- 52.1 if a receiving order is made against him or he makes any arrangement or composition with his creditors;
- 52.2 if he is suffering from mental disorder and either
- (i) He is admitted to hospital in pursuance of an application for admission to treatment under the Mental Health Act 1983, or in Scotland, on application for admission under the Mental Health (Scotland) Act 1960; or
- (ii) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- 52.3 if he ceases to be a Representative;
- 52.4 if by notice in writing to SCONUL he resigns his office;
- 52.5 if he ceases to be an Executive Board Member by virtue of any provision of the Act or he becomes prohibited by law from being an Executive Board Member.
- 53 There shall be no limit as to the age at which any person may become or be an Executive Board Member or until which, having become or being an Executive Board Member, he may continue to act as an Executive Board Member.

### **Powers of the Executive Board**

- 54 The Executive Board may exercise all such powers of SCONUL, and do on behalf of SCONUL all such acts as may be exercised and done by SCONUL, and as are not by

statute or by these Articles required to be exercised or done by SCONUL in General Meeting, subject nevertheless to any provisions of these Articles and of any statutes for the time being in force and affecting SCONUL, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by SCONUL in General Meeting; but no regulation made by SCONUL in General Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation had not been made.

- 55 The Executive Board for the time being may act notwithstanding any vacancy in their body.

### Proceedings of the Executive Board

- 56 The Executive Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one-third or the number nearest to one-third of the Executive Board Members shall be a quorum.

- 57 Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- 58 An Executive Board member may, and on the request of an Executive Board member the Secretary shall, at any time, summon a meeting of the Executive Board by notice served upon the several Executive Board members.

- 59 The Chairman for the time being of SCONUL shall be the Chairman of the Executive Board Meetings at which he is present. In his absence the Vice-Chairman of SCONUL, if present at an Executive Board Meeting, shall be the Chairman thereof. In the absence of the Chairman and Vice-Chairman of SCONUL the Executive Board members present at an Executive Board Meeting shall elect one of their number present to be Chairman of that Meeting.

- 60 An Executive Board meeting at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of SCONUL for the time being vested in the Executive Board generally.

- 61 All acts *bona fide* done by any Executive Board Meeting or Sub-Committee of the Executive Board, or by any person acting as an Executive Board Member or as a Committee Member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any Executive Board member or of any member of such Committee or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be an Executive Board Member or Committee Member.

- 62 The Executive Board shall cause proper Minutes to be made of the proceedings of all Meetings of SCONUL and of the Executive Board and of any Committees of the Executive Board, and of all business transacted at such meetings, and any such Minutes, if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 63 A resolution in writing signed by all the Executive Board Members for the time being or by all Members of any committee of the Executive Board who are duly entitled to receive notice of an Executive Board Meeting or a meeting of such Committee shall be as valid and effectual as if it had been passed at an Executive Board meeting or at a meeting of such Committee duly convened and constituted.

- 64 An Executive Board Member shall not vote in respect of any contract or arrangement in which he has a personal interest and if he shall do so his vote shall not be counted. He shall be deemed not to be present at the relevant meeting for the purpose of establishing the quorum necessary for the consideration of a resolution regarding any such contract or arrangement.
- 65 (a) The Executive Board may delegate any of their powers or the implementation of any of their resolutions to any committee.
- (b) The resolution making that delegation shall specify those who serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (c) The composition of any such committee shall be entirely at the discretion of the Executive Board and may comprise such of their number (if any) as the resolution may specify.
- (d) The deliberations of any such committee shall be reported regularly to the Executive Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Executive Board and for that purpose every committee shall appoint a secretary.
- (e) All delegations under this article shall be revocable at any time.
- (f) The Executive Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (g) For the avoidance of doubt the Executive Board may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided always that no committee shall incur expenditure on behalf of SCONUL except in accordance with a budget which has been approved by the Executive Board.
- 66 An Executive Board sub-committee may elect a Chairman on its meetings; if no such Chairman is elected, or if at any meeting a Chairman is not present within five minutes after the time appointed for holding the same, the committee members present may choose one of their number to be Chairman of the meeting.
- 67 An Executive Board sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

## Groups

- 68 The Executive Board shall have the power to set up from time to time in order to advise the Executive Board and membership such standing groups or ad hoc groups as it shall decide, provided that the setting up of any group and its terms of reference and membership shall be approved at the next General Meeting.
- 69 Any group so formed shall conform to the current rules for the conduct of business imposed upon it by the Executive Board at the behest of Representatives in General

Meeting. These rules shall *inter alia* at all times require each group to report to the Executive Board upon the carrying out of its functions and to operate within a budget approved by the Executive Board.

### Subscriptions

- 70 Each Member shall pay SCONUL an annual subscription.
- 71 The subscription for each year shall be due on 1 January in that Year.
- 72 Before each Annual General Meeting the Executive Board shall notify to each Member by notice to its Representative the proposals of the Executive Board in respect of the basis upon which its subscriptions shall be calculated for the immediately following Year. Such proposals shall be subject to amendments thereof duly resolved at such Annual General Meeting. If such proposals (with any such amendments) are not approved at such Annual General Meeting the subscription for the immediate following year shall be the same as for the year in which the proposals were so notified.

### The seal

- 73 The Executive Board shall provide for the safe custody of the seal, which shall be used only with the authority of the Executive Board or an Executive Board Sub-Committee authorised in that behalf by the Executive Board. Every instrument to which the seal is affixed shall be signed by a member of the Executive Board and counter-signed by a second member of the Executive Board or by the Secretary.

### The Secretary

- 74 Subject to the provisions of the Act the Secretary (who shall not be an Executive Board member) shall be appointed by the Executive Board for such time, at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. A Deputy or Acting Secretary, or an Honorary Secretary (any of whom, subject to the provisions of Clause A of Paragraph 5 of the Memorandum of Association of SCONUL, may be an Executive Board Member) may be appointed in accordance with Article 42 of these Articles and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### Accounts

- 75 The Executive Board shall cause accounting records to be kept in accordance with the Act. The accounting records shall be kept at the Office or, subject to the Act at such other place or places as the Executive Board shall think fit, and shall always be open to the inspection of the members of the Executive Board.
- 76 SCONUL may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the SCONUL may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
- 77 At the Annual General Meeting in every year the Executive Board shall lay before SCONUL a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being

in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the Act