



## **Governing Document ("Constitution") of FIL: Forum for Interlending and Information Delivery**

As amended by SGM on 30th June, 2010

Regulation 1 adopted by Executive Committee on 19th January 2011

### **Name**

1. The name of the association is "FIL: Forum for Interlending and Information Delivery", referred to in this document as "the Forum".

### **Objectives**

2. The objectives of the Forum are, as a non-profit organisation, and for the benefit of the public, to promote Inter-Library Loans and Document Supply, and in particular:
  - a) To provide a forum for the discussion of Inter-Library Loan and Document Supply policies and practices;
  - b) To work with and improve the awareness of other organisations whose activities are relevant to the purposes of Inter-Library Loans and Document Supply;
  - c) To monitor and encourage international developments and co-operation in Inter-Library Loans and Document Supply;
  - d) To promote and advance the science and practice of Inter-Library Loans and Document Supply to improve the overall standards of library services;
  - e) To publicise the role of the Forum in pursuing these objectives.

### **Powers**

3. In furtherance of the above objectives, the Forum shall have the following powers:
  - a) To purchase, take on lease or in exchange, hire or otherwise acquire any real, personal or intellectual property and any rights or privileges which the Forum may think necessary for the promotion of its objectives;
  - b) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter and to organise lectures, broadcasts, conferences and courses of instruction;
  - c) To receive donations, endowments, sponsorship fees, subscriptions and legacies from people wishing to promote the objectives of the Forum and to hold funds in trust for same;
  - d) To borrow or raise money for the Forum on such terms and on such security as may be thought fit and to charge all or any part of the property of the Forum;
  - e) To open and operate bank accounts and other facilities for banking in the name of the Forum;

- f) To establish and support or aid in the establishment and support of and to collaborate with any other institution the promotion of which is calculated to advance directly or indirectly the objectives of the Forum;
  - g) To invest the monies of the Forum not immediately required for its own purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be required by law;
  - h) To sell, lease or otherwise dispose of any of the property of the Forum;
  - i) To engage or employ such personnel as may be requisite to the promotion of the objectives of the Forum;
  - j) To undertake and execute any trusts which may be lawfully undertaken by the Forum and be necessary to its objectives;
  - k) To do all such lawful things as may be necessary for the attainment of the above objectives or any of them.
4. The income and property of the Forum shall be applied solely toward the promotion of its objectives and no portion shall be paid or transferred directly or indirectly by way of profit to members of the Forum, provided that nothing shall prevent any payment in good faith by the Forum:
- a) Of reasonable and proper remuneration to any other member, officer or servant of the Forum for any services actually rendered to the Forum;
  - b) Of interest on money lent by any member of the Forum at a rate not exceeding 2 per cent more than the base lending rate of the Forum's bankers from time to time or 3 per cent, whichever is the greater;
  - c) Of reasonable and proper rent for premises demised or let by any member of the Forum;
  - d) To any member of the Forum in respect of reasonable expenses incurred on behalf of the Forum;
  - e) Of any grants, loans, donations or other kind of financial assistance to any Individual or organisation which is a member of the Forum or of its Executive Committee or is represented on the Executive Committee, provided that such assistance is in its furtherance of the objectives of the Forum.

## **Membership**

5. The Executive Committee may, at its discretion, admit to membership individuals and institutions which support the objectives of the Forum, which agree to be bound by this governing document and any byelaws of the Forum, and which have paid or agreed to pay the appropriate annual subscription for the time being in force.
6. A corporate body or association which is a member of the Forum shall have one vote at any General or Special Meeting of the Forum. The body or association should appoint one person to exercise the vote at that meeting on its behalf. Proxy votes are allowed but the person casting the proxy vote must have in their possession written authorisation indicating how the vote is to be cast, and which is capable of being produced on the day of the vote if requested by another

(continued)

member of the Forum at the time of voting on the question being considered. (Failure to produce such authorisation will render the proxy void). The total number of proxy votes cast for and against a question being considered will be recorded as part of the record of proceedings.

### **Register of Members**

7. The Forum shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member. The Forum will not retain any personal details or information, unless agreed with the individual, for longer than is necessary for the Forum to conduct its business. All data and information will be held in accordance with the principles of UK Data Protection legislation.
8. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member, and in the case of an institution a duly authorised officer shall sign on its behalf. A member shall notify the Secretary in writing within seven days of a change of their name or address.

### **Cessation of Membership**

9. A member shall cease to be a member if he/she or it:
  - a) Resigns in writing to the Forum; or
  - b) Fails to pay any subscription owed within three months of its becoming due; or
  - c) Is removed from membership by a majority vote of the Executive Committee, provided that any member to be so removed shall have the right to make representation to that meeting and, if such representation is unsuccessful, the right of appeal to a subsequent General Meeting, the decision of which shall be final; or
  - d) Dies, if an individual person; or
  - e) Is wound up or becomes insolvent, if an institution.

### **General Meetings**

10. Once in each calendar year the Forum shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. At least 30 days' notice in writing shall be given to every member of the date, time and venue of the Annual General Meeting and of the business to be conducted. The business of the Annual General Meeting shall comprise:
  - a) Annual general report of the Executive Committee, including accounts;
  - b) Election of members to the Executive Committee;
  - c) Appointment or re-appointment of the Forum's reporting accountants;
  - d) Fixing of annual subscriptions;
  - e) Such other business as may have been contained in the notices calling the meeting.
11. The Executive Committee may at any time, and shall if directed by ten per cent or more of the members of the Forum, call a Special General Meeting. At least thirty days' notice in writing shall be given to every member of the date, time and venue of a Special General Meeting and of the business to be conducted.

12. At every General Meeting the Chairperson of the Forum shall preside. In his/her absence the Vice-Chairperson will preside. In the event of neither being present twenty minutes after the time set for commencement of the meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
13. Except where otherwise specified in this governing document, proposals put to the vote shall be approved by a simple majority of votes cast. In the event of a tied vote the Chairperson shall have a second or casting vote.
14. Votes may only be cast by individual members and 1 representative of member institutions who are present in person at the meeting. Each member shall have one vote on any question to be decided. The numbers of votes cast for and against a question will be recorded as part of the record of proceedings. Proxy votes are allowed but may only be cast by a person present at the meeting. That person must have in their possession written authorisation indicating how the vote is to be cast. This should be capable of being produced on the day of the vote if requested by another member of the Forum at the time of voting on the question being considered. The total number of proxy votes cast for and against a question being considered will be recorded as part of the record of proceedings.
15. No General Meeting may proceed unless a quorum is present. Ten members or ten per cent of the membership, whichever is the greater, shall constitute a quorum. A member institution may send more than one person to General Meetings of the Forum, but only one person shall be counted for the purposes of the quorum or shall be entitled to cast that member institution's vote.
16. If within half an hour after the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a time and place to be specified by the Executive Committee, all members of the Forum being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then members present shall constitute a quorum.
17. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present in person. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the record containing the minutes of the proceedings of the Forum shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolutions.
19. If a secret ballot is duly demanded it shall be taken in such manner as the Chairperson directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
20. The Forum may invite such persons as it sees fit to attend General Meetings of the Forum, without voting rights and with speaking rights only, at the discretion of the Chairperson.

### **Executive Committee and Honorary Officers**

21. The Forum shall have an Executive Committee comprising not more than ten elected and three co-opted members, plus an Observer appointed by any Corporate body "in liaison" with the Forum. With the exception of the Observer, only those in membership of the Forum may serve on the Executive Committee. Corporate bodies considered to be "in liaison" with the Forum shall be determined from time to time by the Executive Committee. (This paragraph does not preclude the person acting as observer being in membership of the Forum).
22. New Executive Committee members shall be elected at the Annual or a Special General Meeting in accordance with such procedures as may be adopted by the Executive Committee from time to time.
23. Executive Committee members shall be elected to serve until the end of the second Annual General Meeting following their election. Upon expiration of this period, a retiring Executive Committee member shall be eligible for re-election provided that no-one may serve for more than four successive years without a break of at least two years.
24. The Executive Committee may co-opt up to three other members of the Forum (or representatives of institutions which are members) to serve on the Executive Committee. Co-opted members shall serve until the end of the Annual General Meeting following their co-option and must then stand for election should they wish to continue as members of the Executive Committee.
25. Co-opted and observer members of the Executive Committee shall have the same full voting and other rights as conferred on Executive Committee members by this governing document.

26. The business of the Forum shall be managed by the Executive Committee who may exercise all such powers of the Forum and do all such things on behalf of the Forum as are not required by this governing document to be done by the Forum in General Meeting.
27. No regulation made by the Forum in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made.
28. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Forum shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Executive Committee shall from time to time direct.
29. Honorary officers of the Forum shall be elected by the Executive Committee from amongst their own number, to include a Chairperson, Vice-Chairperson, Secretary, Treasurer, Membership Secretary, Newsletter Editor, and Web-Site Editor and such other officers as the Executive Committee may from time to time decide.
30. New officers shall be elected at the first meeting of the Executive Committee following each Annual General Meeting. Any officer so appointed may be removed or replaced by the Executive Committee at any time or by the Forum in General Meeting.
31. Any member of the Executive Committee (whether elected or co-opted) will be considered to have vacated their membership of the Committee, and any office to which they have been elected by the Executive Committee, if that member:
  - a) Is directly or indirectly interested in any contract with the Forum and fails to declare such interest; or
  - b) Becomes bankrupt or makes any arrangement with his/her creditors generally; or
  - c) Resigns his/her office in writing; or
  - d) Is absent from three consecutive meetings of the Executive Committee without giving due reason and the Executive Committee decide that by reason of such absence he/she has vacated office; or
  - e) Is a representative of a member institution and that member revokes his/her nomination as their representative; or
  - f) Is a representative of a member institution which ceases to be a member of the Forum for any reason whatsoever; or
  - g) Is removed from office of a majority vote at an Annual General or a Special General Meeting of which due notice has been given; or
  - h) Becomes incapable by reason of mental disorder, injury or illness, of managing and administering his/her own affairs.
32. The Executive Committee may delegate any of its powers to subcommittees. Any subcommittees so formed shall conform with such regulations as may be imposed on them by the Executive Committee, which regulations shall always include the requirement for regular reports to the Executive Committee.

## **Proceedings at Executive Committee Meetings**

33. Members of the Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall, at the request of an honorary officer or of two or more Executive Committee members, summon a meeting of the Executive Committee at any reasonable time by giving adequate notice in writing of its members.
34. No meeting of the Executive Committee shall proceed unless a quorum is present. A quorum shall be six members, at least two of whom must be honorary officers, and one of those two must be either the Chairperson, Vice-Chairperson, Secretary, or Treasurer. In the event that the size of the Executive Committee drops to a number below that necessary to form a quorum, the Executive Committee may act for the purpose of increasing their number or calling a General Meeting of the Forum, but for no other purpose.
35. At every meeting of the Executive Committee the Chairperson of the Forum shall preside. In his/her absence the Vice-Chairperson will preside. In the event of neither being present twenty minutes after the time set for the commencement of the meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
36. Questions arising at Executive Committee meetings shall be decided by a majority of votes cast, each member having one vote. In the event of a tied vote the Chairperson of the meeting shall have a second or casting vote.

## **Trustees**

37. All or any part of the property of the Forum may be vested in not less than two Trustees (or in a corporation entitled to act as custodian trustee) appointed by the Executive Committee, and such Trustees shall hold such property and deal with it in a manner which is consistent with the objects of the Forum as the Executive Committee may from time to time direct. The powers, rights and duties of Trustees so appointed shall be embodied in a Trust Deed to be approved by the Executive Committee and to be executed by the Trustees.
38. The Executive Committee may at any time remove or replace any Trustee and may appoint a Trustee in place of any Trustee who has retired, dies, refuses to act or has become incapable of acting.
39. Any property or contracts, including contracts of employment, held in the name of the Forum and not vested in named Trustees shall be deemed to be held jointly by the members of the Executive Committee for the time being.

## **Records**

40. The Executive Committee shall ensure that adequate records are maintained, to include membership records, financial accounts, and minutes of all the meetings of the Forum, of the Executive Committee and of any sub-committees. Such records shall be made available to any member of the Executive Committee on request. The accounts shall include records of:
  - a) All sums of money received and expended by the Forum and the matters in respect of which such receipts and expenditures have taken place;
  - b) All sales and purchases of goods by the Forum;
  - c) The assets and liabilities of the Forum.
41. Once at least in every year the accounts of the Forum shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more reporting accountants, appointed by the Forum in General Meeting.

## **Amendments to the Constitution**

42. Amendments may be made to this governing document by a two-thirds majority vote of votes cast at a Special General Meeting of the Forum of which due written notice has been given to every member specifying the changes to be proposed.

## **Regulations**

43. The Forum in General Meeting or the Executive Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Forum and the proceedings and powers of the Executive Committee and sub-committees, provided that such regulations are not inconsistent with this governing document, and do not amount to an addition or alteration such as could only be legally made by Special Resolution. All members of the Forum and the Executive Committee shall be bound by such regulations whether or not they have received a copy of them.

## **Dissolution**

44. The Forum may be dissolved by a two thirds majority of votes cast at a Special General Meeting of the Forum of which due notice has been given to every member specifying the proposal. Upon dissolution, after the settlement of all outstanding debts and liabilities, any assets remaining shall be transferred to some other non-profit institution(s) having objectives similar to or compatible with those of the Forum, including institutions which are members of the Forum, as the members shall decide at the time of, or prior to, wind up.

*Forum for Interlending and Information Delivery Governing Document  
July 2010*

**Regulation 1**

Cancellation and Refunds policy for all meetings of the Forum.

Regulation agreed at the Executive Committee meeting held on 19th January 2011 and to apply from that date.

All meetings, conferences and training events organised or sponsored by the Forum, in whole or in part, will, when no other agreement has been reached, apply the following Cancellation and Refunds Policy in respect of fees already paid or due.

50% of the registration or booking fee will be charged or refunded if cancellation is received between 8 days and 28 days before the meeting. The full fee will be charged if cancellation is less than 8 days before the meeting. FIL is not responsible for any other costs incurred by individuals or organisations due to any cancellation.

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