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# CILIP General Regulations

## Appendix F Part 1 – Branch Rules



VERSION 2 - REVISED SEPTEMBER 2010 (Created December 2003)

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### Regulations governing the regional Branches of CILIP in England

#### Headline Regulations (details added in the accompanying Appendix)

1. The **name** of each Branch shall be confirmed by CILIP Council.
2. The activities and procedures of each Branch shall be governed by the **Charter, Byelaws, and Regulations** of CILIP; including the requirement to **demonstrate public benefit** as defined in the accompanying Appendix.
3. The **geographic boundaries** of each Branch shall be determined by CILIP Council.
4. Each Branch shall further the aims of CILIP by undertaking a **range of activities** within available resources including:
  - 4.1. Representing CILIP in the Branch region, including advocacy as appropriate
  - 4.2. Participating in CILIP's policy making processes
  - 4.3. Providing CPD opportunities for members of the Branch
  - 4.4. Providing a focus for professional activism within the Branch region, enabling members to network and share information across the whole of the LIS domain
  - 4.5. Communicating effectively with members of the Branch, with CILIP staff, and with the wider community
  - 4.6. Practising good governance in accordance with the guidance, advice and training provided by CILIP

- 4.7. Encouraging as wide a range of people as possible to participate in the affairs and activities of the Branch
- 4.8. Raising funds as appropriate by means of events and other activities
5. Each Member of CILIP shall be a **member of one Branch of CILIP** determined by the correspondence address chosen by the Member. Exceptions and additions to this Regulation are given in the accompanying Appendix.
  6. The affairs of each Branch shall be conducted by a **Branch Committee** in accordance with the accompanying Appendix on composition, activities, and elections. The Branch Committee shall be responsible for ensuring sound management of the Branch's finances, maintaining proper accounting records, and complying with the financial management requirements of the CILIP Finance team.
  7. Each Branch shall hold a **General Meeting** at least once every year, in accordance with the accompanying Appendix.
  8. The conduct of Committee meetings and General Meetings shall be governed by the **Rules of Procedure**, as detailed in the accompanying Appendix.
  9. The **governance year** for each Branch shall be the calendar year; beginning on 1<sup>st</sup> January each year.
  10. Each Branch is encouraged to **raise any issue with CILIP Council**.
  11. These **Branch Regulations** (both the headline Regulations and the accompanying Appendix) are supplementary to the General Regulations of CILIP and can only be amended by agreement of CILIP Council.
  12. Each Branch shall follow the guidance on **corporate branding** agreed by CILIP Council and included in the accompanying Appendix.
  13. Each Branch shall work in **partnership** with appropriate CILIP staff in accordance with the accompanying Appendix.
  14. Each Branch shall comply with the requirements for accountability of Branches as determined by CILIP Council and set out in the accompanying Appendix.
  15. The creation and dissolution of Branches shall be determined by CILIP Council in accordance with the accompanying Appendix.

## **Appendix accompanying the headline Regulations governing the regional Branches of CILIP in England**

### **Regulation 2: Demonstrating public benefit.**

All registered charities, and sub-sets of registered charities, are required to demonstrate the public benefit of their activities. Details are provided by the Charity Commission at:

<http://www.charitycommission.gov.uk/publicbenefit/publicbenefit.asp>

All constituent elements of CILIP are required to demonstrate their contribution to CILIP's objectives as set out in the Royal Charter.

### **Regulation 5: Membership of Branches.**

Each Member of CILIP shall be a member of one Branch as determined by that Member's correspondence address. There is one exception and one addition to this Regulation:

- 1 Any member of a Branch who retires from employment to a correspondence address away from that Branch may choose to remain in membership of that Branch.
- 2 Any Member of CILIP may become a Corresponding Member of any Branch or Branches (in addition to the Branch of which that Member is a member) by notifying the CILIP Membership team and paying any fee determined by CILIP Council. A Corresponding Member is entitled to all privileges of Branch membership but may not vote in Branch elections nor stand for election to the Branch Committee. Corresponding Members do not count in the calculation of Branch capitation.

### **Regulation 6(a): Branch Committee**

The affairs of each Branch shall be governed by a Branch Committee:

- 1 The Committee shall be composed of: the appointed Officers of the Branch (Chair, Secretary, Treasurer); a number of appointed members of the Branch, the number to be determined by the Branch in General Meeting (generally not fewer than 6) and other such committee members (for example, the Immediate Past President or an Affiliate representative or representatives of Special Interest Groups active in the Branch region), including co-options and observers, as the Branch in General Meeting deems appropriate.
- 2 A member of the Committee absent without good reason for three consecutive meetings of the Committee may have their membership of the Committee terminated by the Committee.
- 3 Voting at Committee shall be by show of hands or by secret ballot as deemed appropriate by the Chair. The Chair has an additional casting vote in the event of a tie in the initial vote. Committee members who are absent can nominate a proxy from the other members of the

Committee to vote on his/her behalf.

- 4 The Committee shall meet as many times as it deems necessary for the effective conduct of business.
- 5 The quorum for a meeting of the Committee shall be 50% of the members of the Committee. The quorum should be rounded up to the next whole number in the event of there being an odd number of members.
- 6 The Committee may transact business by electronic means so long as this is properly recorded in the minutes of the Committee.
- 7 The Committee cannot enter any contractual agreement (beyond the routine programme of Branch activities) which carries risk for CILIP, or any agreement involving employment of staff or receipt of grants, without the prior approval of the CILIP Chief Executive Officer or a member of CILIP staff to whom this matter has been delegated by the Chief Executive Officer.
- 8 The Branch Committee will appoint a Chair, Secretary, and Treasurer by a process of nomination and, if required, secret ballot.
- 9 The Branch Committee may appoint from the members of the Committee a Vice Chair and any other Officers as are felt necessary for the effective conduct of Branch business.
- 10 Officers of the Branch are appointed for a period of one year but may be re-appointed.
- 11 The Branch Secretary shall inform the CILIP Governance team and the Branch members of the officers as soon as possible.
- 12 Members of the Branch Committee are appointed for a period of three years.
- 13 No Officer or Committee member can serve on the Branch Committee for longer than a period of six consecutive years. A gap in service of at least one calendar year is required before that member can serve again on the Committee.
- 14 The Committee is responsible for adopting a transparent procedure for the appointment of its new members. It is responsible for:
  - Reviewing and making recommendations of the composition of the committee
  - Making recommendations on a personal specification for the person being sought
  - Seeking out and making recommendations on new members
  - Overseeing succession planning
- 15 The Branch Committee may establish and dis-establish Sub-Branches at its discretion; with the Branch Committee remaining accountable for the activities and finances of any such Sub-Branch or Sub-Branches and for adequate reporting by Sub-Branches to the parent Branch.

- 16 The Branch Committee may establish Task & Finish Groups as required for the effective conduct of Branch business.
- 17 The Treasurer of the Branch is responsible for the financial governance and administration of the Branch. Guidance, advice and training for Branch Treasurers is available from the CILIP Finance team.
- 18 The annual accounts of the Branch shall be prepared by the Treasurer on a calendar year basis according to the agreed timetable; and shall be inspected by two independent examiners appointed at the AGM of the Branch that is, examiners who are not current members of the Branch Committee.
- 19 The Secretary of the Branch is responsible for all other aspects of the governance and administration of the Branch. Guidance, advice and training are available from the CILIP Governance team.

**Regulation 7: General Meetings.**

The Branch or Group is required to run an effective meeting and take a responsible approach to procedural propriety. Adequate notice should be given of the meeting and its agenda.

- 20 The quorum for a Branch AGM shall be half the number of serving Branch Committee members plus one.
- 21 The quorum for any other General Meeting of the Branch is 25 members of the Branch present in person.
- 22 Notice of the AGM shall be given to all members of the Branch (including Corresponding Members) at least 35 days before the date of the meeting.
- 23 The business of the AGM shall be to:
1. Confirm the minutes of the preceding AGM
  2. Receive the Annual Report of the Branch Committee
  3. Receive the Branch accounts and the report on the accounts from the independent examiners
  4. Appoint the independent examiners for the following year
  5. Receive the names of the Branch officers
  6. Consider any motions put to the AGM in accordance with due process.

- 24 The Branch membership may also require a General Meeting of the Branch to be convened. On receipt of a requisition signed by 25 members of the Branch and stating clearly the purpose of the meeting, the Branch Committee must convene the General Meeting not later than 10 weeks after receipt of the requisition.
- 25 Notice of such a General Meeting, whether convened by the Branch Committee or required by the Branch membership, shall be given to all members of the Branch (including Corresponding Members) at least 21 days before the date fixed for the meeting.
- 26 If the Branch Committee fails to act on a requisition from the Branch membership, then the Branch members making the requisition may require CILIP staff (through the Governance team or the Chief Executive Officer's office) to convene a General Meeting of the Branch.
- 27 Voting at an AGM or other General Meeting shall be by persons present and not by proxy. Any resolution put to the meeting shall be decided on a simple majority by a show of hands or secret ballot as appropriate. The Chair of the meeting shall have a casting vote.
- 28 Corresponding Members of the Branch may attend General Meetings of the Branch but may not vote.

**Regulation 8: Rules of Procedure for General Meetings and Committee Meetings of the Branch**

The Branch or Group is required to run an effective meeting and take a responsible approach to procedural propriety. Adequate notice should be given of the meeting and its agenda.

- 29 The Chair of the Branch shall chair the meeting. Otherwise the meeting shall elect a chair from persons present.
- 30 The ruling of the chair on points of order, matters arising, or points of personal explanation shall be final and not open for further discussion.
- 31 All motions to the meeting shall be duly proposed and seconded. A motion may be withdrawn by the proposer with the agreement of the seconder.
- 32 With the agreement of the meeting, a motion can be deemed to be agreed or rejected by consensus rather than by a formal vote.
- 33 During debate on motions, the following procedural motions (duly proposed and seconded) can be put:
1. That the motion be amended
  2. That consideration of the question be postponed

3. That the question be now put
4. That the meeting proceeds to next business
5. That the meeting adjourns.

34 Voting shall be on a simple majority of those persons present and voting; and shall be conducted by a show of hands or secret ballot as appropriate. The chair of the meeting has a casting vote.

35 General Meetings and Committee Meetings of the Branch are deemed to be open meetings unless there is a valid reason for an item or items to be taken in private as reserved business. Guidance and advice is available from the CILIP Governance team.

#### **Regulation 10: Raising matters with CILIP Council**

If a Branch wishes to raise a matter with CILIP Council the first approach generally should be by one of the Branch Officers (Chair, Secretary, Treasurer) either to the Leader of Council or to the CILIP Governance team.

#### **Regulation 12: Corporate branding**

All Branch and Group activities are also CILIP activities. The CILIP brand is a valuable commodity and Branches and Groups will benefit from its inclusion on their material. Branches and Groups are asked to comply with the guidelines on use of the CILIP brand available at:

<http://www.cilip.org.uk/about-us/what-cilip-does/Pages/logo.aspx> .

Advice on use of the CILIP brand and materials to help promote the brand and the Branch/Group appropriately are available from the CILIP Corporate Marketing team at Ridgmount Street.

#### **Regulation 13: Partnership**

CILIP's structure of regional Branches and specialist Groups is one of the Institute's strengths, supported by CILIP Members who freely give their time to be active participants in the work of their Branch or Group.

The CILIP staff (at Ridgmount Street and also in Scotland, Wales, and Northern Ireland) are also one of the Institute's strengths, enabling CILIP to work at the national (including UK-wide) level and also to work across the whole of the library and information sector.

To ensure that CILIP makes the most of these strengths it is important to coordinate activity and to draw on relevant expertise as appropriate. In order to achieve these objectives:

- 1 Activists in Branches and Groups are asked to work in partnership with the relevant CILIP

staff on all matters that have significance at national (that is, England, Scotland, Wales, or Northern Ireland or UK-wide) levels. Branch and Group activists are asked not to initiate activity of a national nature without first consulting CILIP staff who will respond to such requests in a timely manner. This helps to ensure that CILIP presents a coordinated and coherent face to the world.

- 2 CILIP staff including staff in Scotland, Wales and Northern Ireland as well as staff at Ridgmount Street will work in partnership with Branch and Group activists on all matters that have either a regional significance or are of a specific specialist nature. CILIP staff will notify the relevant Branch or Group where there are plans or activities which have an impact on their sphere of interest.

To facilitate this, the Membership Support Unit (MSU) will establish an information exchange process in the Branch and Group resource area of the CILIP website at:

<http://www.cilip.org.uk/get-involved/bng-resources/Pages/default.aspx>

Further advice is available from the CILIP MSU at Ridgmount Street.

#### **Regulation 14: accountability**

Ultimately CILIP is accountable for the actions of its Branches and Groups. Branches and Groups are therefore required to comply with the requirements of charity governance which regulate CILIP. In brief, these require Branches and Groups to demonstrate:

- 1 Conformity with best practice in charity governance
- 2 Compliance with CILIP's requirements for financial governance
- 3 Activity which is in the public interest and for public benefit.

Each year each Branch and Group is required to report to CILIP Council (or a body appointed for this purpose by CILIP Council) on:

- 4 The governance of the Branch or Group (including the provision of AGM minutes, Committee minutes, and Election results)
- 5 The finances of the Branch or Group (including the provision of audited accounts and a statement of the purposes for which any reserve funds are intended)
- 6 The activities of the Branch or Group (including a statement of how those activities contribute to the requirement that CILIP acts for the public benefit).

Further information on issues of governance and accountability is available on the CILIP website at:

[http://www.cilip.org.uk/get-involved/bng-resources/temp/overview/Pages/group\\_responsibilities.aspx](http://www.cilip.org.uk/get-involved/bng-resources/temp/overview/Pages/group_responsibilities.aspx)

Advice on issues of governance and accountability is available from the CILIP Governance team at Ridgmount Street; or, on issues of financial governance, from the CILIP Finance team at Ridgmount Street.

## **Regulation 15: Creation and dissolution of Branches**

### **Creation**

1. The power to establish a new Branch shall be vested in Council and shall not be exercised unless the Council is of the opinion that there are a substantial number of Members and potential Members normally resident within a district whose needs, interests or convenience are not adequately met by the activities of the existing Branches.
2. Constitutions of Branches shall be in line with the objects of the Institute.
3. In the exercise of its power to establish a new Branch or otherwise the Council may, from time to time, redefine the district in respect of which an existing Branch is established in discussion with the existing Branch.

### **Dissolution**

1. A Branch may be dissolved and the district in respect of which it was established (including its assets) may be allocated to other Branches where the Council is of the opinion that:
  - 1.1 The number of Members in a Branch no longer justifies the existence of that Branch;
  - 1.2 The needs, interests or convenience of the Members of a Branch would be met more adequately (as evidenced by discussion with the Members of that Branch) by the activities of an existing Branch or by the establishment of a new Branch;
  - 1.3 It is the wish of the Members of a Branch;
  - 1.4 A Branch wishes to take over, with agreement, the operation of another Branch.