

Bye-laws of UKSG

The drafting of these bye-laws follow the adoption of UKSG's revised Articles of Association which were amended by special resolution at the Extraordinary General Meeting held 20th January 2020. The bye-laws complement the Articles of Association, and provide guidance and information in relation to the procedures and processes of UKSG. They are written to support the trustees in ensuring the smooth running of UKSG. The bye-laws can be reviewed and updated by the Trustees without the formal steps required to change the Articles of Association.

These byelaws are reviewed on an annual basis at the September meeting of the Board of Trustees.

UKSG Election of Trustees

Elections

- The number of trustees in total shall never exceed nine members; including a Chair, a Vice-Chair, and seven ordinary trustees.
- Elections for the board of trustees take place annually during a period in advance of the Annual General Meeting.
- Only Authorised Representatives of member organisations and Individual Members are eligible to vote in the election of the Vice Chair or ordinary trustees.
- Results of elections of trustees will be announced at the Annual General Meeting.
- Following the election, the Board of Trustees has the power to appoint (and remove) any ordinary trustee to act as Treasurer to UKSG and to appoint (and remove) any trustee to act as Chair of the Conference Planning Sub-Committee.

Vice-Chair

- In line with the Articles of Association of UKSG, the Vice-Chair of UKSG is elected on a biennial basis by the members of UKSG for a period of two years.
- Upon expiry of that term (or on the office of Chair becoming vacant) the Vice-Chair shall become the Chair for a term of two years.
- If the office of Chair should become vacant before the expiry of term, the Vice-Chair shall immediately become Chair for a period of two years plus any additional time until the following AGM.
- If the office of Vice-Chair should become vacant before the expiry of term, the Board of Trustees may select a trustee to fill this role until the next AGM, when an election for Vice-Chair will take place.

Ordinary Trustees

- The term of office for elected trustees is a period of three years.
- Ordinarily, three people will be elected each year subject to Article 17 of the Articles of Association.
- The decision on the number of trustees to be elected each year will be taken by the Board of Trustees in advance of the election being announced.
- Prior to the Election process each year, the Trustees will determine which, if any, designated categories need to be filled to ensure balance on the Board. Where a designated category is not represented on the Board, a place will be reserved for that category within the Election process. Designated categories on the Board could include but are not limited to: Library, Publisher, Intermediary, Early Career, or International.
- Following the election, the Board of Trustees may co-opt one person each year who is willing to act as a trustee, as long as the total number of trustees does not exceed nine. The term of office for a co-opted trustee shall ordinarily be one year and will not exceed three years in accordance with Article 20.2.

- At the Annual General Meeting, those elected trustees who have been in office for a period of three years since their last election shall retire from office.
- Retired members may stand for re-election, subject to the restrictions regarding continuous periods of office as outlined in article 17.6

Trustee Membership

- A key role of the trustees is to ensure there is equal representation in the make-up of the Board of Trustees. This means striving for an equal balance of trustees from both the library and publisher/ vendor sector, as well as a commitment to working to ensure a diversity of trustees which represents all parts of our community and meets our needs for a balance of technical skills.

Trustee Meetings

- The Board of Trustees meets six times a year.
- At least four of those meetings are held digitally, with the potential that all may be held digitally.
- Where non-trustees attend, the trustees are to review the relevancy and plans of the sub-committees for that year. Each Board meeting will receive a report from the sub-committees for action as required.

Sub-Committee Chairs

UKSG has four sub-committees which are overseen by the Board of Trustees:

- Conference Planning Sub-committee
- Education and Events Sub-committee
- Insights Editorial Board
- Outreach & Engagement Sub-committee

Each sub-committee has its own Terms of Reference, drafted by the Chair and approved by the Board of Trustees.

Excepting the chair of the Conference Planning Sub-committee, there is no requirement for a chair of a sub-committee to be a trustee. For avoidance of doubt, the chair of the Conference Planning Sub-committee must be a trustee of UKSG, either elected, or co-opted.

The Board of Trustees meets six times a year, sub-committee chairs are invited to attend two meetings a year, either for part, or for all of the meeting, as considered appropriate by the trustees.

Appointment of Chairs

Conference Planning Sub-committee

The Trustees have the power in the administration of the Board of Trustees to appoint (and remove) any Trustee to act as Chair of the Conference Planning Sub-committee. The term of office for the Conference Planning Sub-committee chair is usually three-years.

The chair of the remaining sub-committees is chosen from within the relevant sub-committee, with the outgoing chair making a recommendation to the Board of Trustees for approval. The Chair of the Board of Trustees has the right to approve an incoming chair through chair's action, if an outgoing chair resigns midway



through their term of office. The term of office of a Chair of a sub-committee of is usually three-years.

In all cases, a Chair usually begins their term following the Annual General Meeting and will retire at the Annual General Meeting at which the length of their term of office reaches a maximum of three years.

As of September 2022 these bye-laws apply to the following sub-committees:

- Education and Events Sub-committee
- Insights Editorial Board
- Outreach & Engagement Sub-committee
- Conference Sub-committee

Agreed by UKSG Trustees - December 2020; last revised September 2023; next review September 2024