

SINTO

the *Information Partnership* for *South Yorkshire & north Derbyshire*

Constitution Adopted November 1997 amended up to 2005

1. Title

1.1. The organisation shall be known as the **SINTO - the Information Partnership for South Yorkshire & North Derbyshire**. The short forms of the name shall be **SINTO - the Information Partnership** or **SINTO**

2. Object and powers

2.1. The object of SINTO shall be to develop and promote co-operation, partnership and planning as a means of achieving more effective and efficient library and information services thus contributing to the economic, educational and social infrastructure of Sheffield and the surrounding area. SINTO will also promote investment in information sector activity within the area and represent the sector within regional and national forums.

2.2. SINTO may do all such lawful things as are necessary for the attainment of this object.

3. Membership

The following organisations shall be members of SINTO

3.1. Foundation members consisting of

Sheffield Libraries and Information Services - the public library service run by Sheffield City Council under the terms of the Public Libraries and Museums Act 1964.

The Library of the University of Sheffield.

The Learning Centre, Sheffield Hallam University.

3.2. Supporting members. Major organisations involved in library or information provision or with a major interest in the aims of SINTO who may become supporting members by invitation of the Executive Board, or by application subject to the approval of the Executive Board.

3.3. Subscribing members. Organisations involved in or with an interest in library or information provision which are not Foundation or Supporting members of SINTO may become subscribing members by application subject to the approval of the Executive Board.

3.4 Sponsoring members. This category is designed for companies marketing goods or services to the Library and Information profession which want to support the activities of SINTO as a partnership of library and information services. SINTO sponsoring members will not have the right to vote at Annual General or other meetings. They will not be eligible to be represented on the SINTO Executive Board or other SINTO Groups although they may be invited to attend meetings or be co-opted onto groups.

3.5 Associate membership. This category is aimed at small organisations that do not have a library or information service but wish to receive information about SINTO

activities. Associate members will not have the right to vote at Annual General or other meetings. They will not be eligible to be represented on the SINTO Executive Board or other SINTO Groups although they may be invited to attend meetings or be co-opted onto groups. They will not received discounts on training activities

4.Procedure for members' meetings

4.1.The quorum for an Annual General or Special General Meeting (hereinafter called a Members' meeting) shall be ten members. No business shall be transacted at any Members' meeting unless the requisite quorum is present when the meeting proceeds to business. If such a quorum is not present within half an hour from the time appointed for the meeting or if during a Members' meeting such a quorum ceases to be present, the meeting shall stand adjourned to such later time and place as the meeting may determine.

4.2.At any Members' meeting each member shall have one vote. If more than one representative attends from a member organisation they may speak but not vote.

4.3.A member entitled to attend and vote at the meeting may appoint a proxy who will be entitled to vote as its representative. The member must inform the Director or Chair in writing of the name of the proxy prior to the meeting.

4.4.Save as otherwise provided, all questions arising at any Members' meeting shall be decided by a simple majority of the members present and entitled to vote. In case of a tied vote the Chair of the meeting shall have a second or casting vote.

4.5.At least 14 clear days' notice shall be given in writing by the Director to each member of each Annual General or Special General Meeting.

4.6.Every notice of a Members' meeting shall specify the place, the day and the hour of the meeting, and the general nature of business.

4.7.The accidental omission to give notice of a Members' meeting to, or the non-receipt of notice of a meeting by, any member or other person entitled to receive notice shall not invalidate the proceedings or any resolution passed at that meeting.

4.8.The Chair of SINTO shall preside as Chair at every Members' meeting unless the Chair has given advance written notice to the Director of her/his willingness to allow another member of the Executive Board to preside. If there is no Chair present within fifteen minutes after the time fixed for holding the meeting, the members present shall choose one of their number to act.

4.9.A person co-opted to the Executive Board or any SINTO Group but not a member of SINTO shall be entitled to attend and speak but not vote at any Members' meeting.

4.10.The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the meeting to another time and place, but no business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the original meeting.

4.11.A resolution put to the vote of a meeting shall be decided on a show of hands by those present in person and entitled to vote unless before, or on the declaration of the result of the show of hands, a ballot is demanded by the Chair or the

representatives of any three members then present in person. The demand for a ballot may be withdrawn.

4.12. Unless a ballot is duly demanded a declaration by the Chair that a resolution has on a show of hands 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 in favour of or against the resolution.

4.13. A ballot demanded on the election of a Chair or on a question of adjournment shall be taken immediately. A ballot demanded on any other question shall be taken as the Chair directs. The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the ballot was demanded

4.14. A ballot should be taken in such manner as the Chair directs.

4.15. If the Chair considers that a matter is of such a nature that it requires a decision by all members s/he may instruct the Director to conduct a postal ballot.

5. Annual General Meeting

5.1. An Annual General Meeting shall be held in every year at such time and place as may be determined by the Executive Board, but so that not more than fifteen months shall elapse between the holding of any two successive Annual General Meetings.

5.2. At the Annual General Meeting the members of SINTO shall;

5.2.1. receive an annual review of the work of SINTO and this shall include a statement of accounts.

5.2.2. elect members of the Executive Board (see 7.1.6 and 7.1.7)

5.2.3. ratify subscription rates and contributions to be charged

5.2.4. transact any other business as required.

6. Special General Meeting

6.1. The Executive Board may convene a Special General Meetings whenever it thinks fit. Special General Meetings shall also be convened by the Executive Board on the request in writing of, any ten members of SINTO having the right to attend and vote at a Members' meeting. At a Special General Meeting the members of SINTO may deal with any business relating to the affairs of SINTO.

7. The Executive Board

7.1. The Executive Board shall consist of

7.1.1. the Chair,

7.1.2. the Director,

7.1.3. one representative from Sheffield City Council,

7.1.4. one representative from the University of Sheffield

7.1.5. one representative from Sheffield Hallam University.

7.1.6. two elected representatives of the Supporting Members to be elected by the members for a period of three years.

7.1.7. two elected representatives of all Members to be elected by the members for a period of three years.

7.1.8. A representative of the Members' Forum

7.2. The Executive Board shall meet not less than three times a year.

7.3. The Executive Board shall be authorised by the Members of SINTO generally to manage the business of SINTO and to act on its behalf in all things except those things that are required to be done by a Member's meeting. This includes:

7.3.1. Engaging or employing a Director and other personnel, consultants or advisors as required.

7.3.2. Appointing a Chair of SINTO.

7.3.3. Receiving monies and incurring such expenditure as may be necessary for the work of SINTO.

7.3.4. Approving application for Subscribing and Supporting Membership.

7.3.5. Inviting applications for Supporting Membership.

7.3.6. Developing and reviewing a work programme and agreeing action to be taken

7.3.7. Co-opting up to three individuals or representative of organisations to the Executive Board for specific purposes and periods as it may be decided.

7.3.8. Appoint representatives to other bodies as required.

7.3.9. Subject to paragraph 15 resolve that SINTO shall be dissolved.

7.4. The Executive Board shall be entitled to formulate or amend any regulations in relation to any of the affairs or organisation of SINTO or in amplification of any the provisions of this constitution.

7.5. No regulation or provision made by SINTO in Members' Meeting shall invalidate any prior act of the Executive Board which would have been valid if such regulation or provision had not been made.

7.6. A member of the Executive Board who wishes to resign or is to be replaced as the representative of their organisation by another person must inform the Director of SINTO in writing and provide (if appropriate) the name of the person who will be replacing them

7.7. The office of a member of the Executive Board shall be vacated if:

7.7.1. S/he resigns office by notice to SINTO; or

7.7.2. S/he is removed by a resolution of the Executive Board.

7.8. Subject to the provisions of this constitution, the Executive Board may regulate their proceedings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

7.9. The quorum necessary for the transaction of business at a meeting of the Executive Board shall be one half of the members of the Executive Board. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such later time and place as the members of the Executive Board present may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members of the Executive Board present shall be a quorum.

8. The SINTO Members' Forum

8.1. The Members' Forum will be a Group of SINTO. The aims of the Forum will be:

- To explore and debate issues of interest to library and information services in our area
- To represent the views and interests of SINTO member organisations and their staff
- To advise SINTO on its overall strategy and activities
- To oversee the activities of SINTO Subject Groups

All SINTO member organisations may send a representative to the Members' Forum. The Forum may send a representative to the Executive Board meetings, or submit reports for consideration.

9. Groups and sub-committees

9.1. The Executive Board shall appoint Groups and sub-committees as required to handle issues needing research and investigation and shall have power to dissolve such bodies.

9.2. The Chair and members of each Group or Sub-committee shall be elected from among the representatives of the members, and each body may co-opt appropriate specialists as it requires.

9.3. The Chair of each Group or Sub-committee shall preside at each meeting of the body and shall decide its procedures and all other matters relating to the conduct of its business.

9.4. The Group or sub-committees shall report to the Executive Board.

10. Secretariat

10.1. The Director shall be responsible for convening Members' meetings, Group Meetings and Executive Board meetings.

10.2. The Director shall prepare agendas and produce proper minutes of all Members' meetings and meetings of the Executive Board and of all business transacted at such meetings.

11. Finance

11.1. All monies raised by or on behalf of SINTO shall be applied to further the object of SINTO and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of SINTO or the repayment to the members of the Executive Board or any Sub-committee of reasonable out-of-pocket expenses other than for attendance at any Members' meeting or any meeting of the Executive Board or of any Groups..

11.2. Sheffield Libraries and Information Services shall take responsibility for establishing and maintaining systems for controlling and auditing the accounts of SINTO.

11.3. The financial and accounting years of SINTO shall be from 1st April to 31st March.

12. Funding

12.1. SINTO shall raise finance by means of annual contributions and subscriptions which shall be ratified at the Annual General meeting.

12.2. The Foundations Members and Supporting Members shall be required to make an annual contribution as decided by the Executive Board.

12.3. Subscribing members shall pay an annual subscription fee, the amount being proposed by the Executive Council and agreed by the Annual General Meeting.

13. Amendment to the Constitution.

13.1. Any alteration of this constitution shall be effected by a resolution approved at a Members' meeting by two-thirds of the members of SINTO present.

14. Indemnity

14.1. Without prejudice to any indemnity to which a member of the Executive Board may otherwise be entitled, every member of the Executive Board or other officer or auditor of SINTO shall be entitled to be indemnified by the members of SINTO against any liability incurred by her/him in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/ him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of SINTO, and against all costs, charges, losses, expenses or liabilities incurred by her/him in the execution and discharge of her/his duties or in relation thereto.

15. Dissolution

15.1. If the Executive Board by a two-thirds majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve SINTO it shall call a meeting of all members. Not less than 21 days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given. If the decision is confirmed by a resolution passed by a two-thirds majority of those present, then SINTO shall cease and the Executive Board shall have power to dispose of any assets held by or on behalf of SINTO. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to an organisation to be nominated by the members of SINTO.

16. Regulations and Standing orders

16.1. The Executive Board shall have power to make, or alter regulations and standing orders as to the management of SINTO and to the conduct of the business of the Executive Board. In the event of any conflict between the provisions of this constitution and the standing orders or by regulations, this constitution shall prevail.

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