

International Association of University Libraries

Governance

Rules of Procedure

The International Association of University Libraries (hereafter referred to as IATUL) offers an influential and inclusive community for leaders of libraries from university and other higher education or affiliated institutions. IATUL's purpose is the international promotion of science and research in the field of library services provided by university libraries and other teaching and research institutions [Article 2 of the Constitution].

IATUL is a not-for-profit organisation and these rules of procedure should be read in conjunction with IATUL's Constitution. The organs of the association are the General Assembly, Board of Directors and Executive Board [Articles 7-10].

Rules for the IATUL Board of Directors

The management of IATUL exercised by any member of the Board is subject to these rules, the provisions of the Constitution and the applicable laws of the member state of the Association where the Association is legally registered.

The Rules of Procedure aim to facilitate unified, consensual and effective leadership of the Association.

1. Board of Directors

1.1 Composition: Under IATUL's Constitution [Article 9] the Board of Directors is composed of the President, the Vice-President, the Secretary, the Treasurer and at least six other persons to be proposed by the Board and elected by the membership. In addition, the Board may co-opt up to two further members, usually for operational purposes such as to introduce a required skill set.

1.2 Eligibility: IATUL membership is institutional and the respective University Librarian/Library Director or equivalent is the representative for the Institution. Board Members' institutions must be Members of IATUL and to be eligible the institutional subscription must be fully paid.

1.3 Values: In its work the IATUL Board pursues the principles of good governance and reflects the following values:

- Accountable
- Consensus orientated
- Effective and efficient
- Equitable and inclusive
- Participatory
- Responsive
- Transparent

1.4 Review: The Board shall evaluate and review its performance annually, in line with our strategy and action plan.

1.5 Election: When a vacancy arises, the Office will facilitate an open call for nominations from amongst the Ordinary Membership of IATUL. In addition, the Board may co-opt up to two additional members [Article 9b].

The Board of Directors shall suggest the Board members and the Officers, i.e. the Executive Board of the Association to be elected by the General Assembly [Article 9a].

1.6 Terms of Office: A Term of Office for Executive or Board Members shall be three years, effective from the 1st January following the General Assembly. Board Members shall be eligible for immediate re-election by the Board for one additional term, upon request by the candidate concerned and the approval of the Board of Directors [Article 7d]. If a newly elected Officer is already a member of the Board, the previous years as non-Executive Board members are excluded from the calculation [Article 10b].

1.7 Representation: The composition of the Board of Directors shall reflect the diverse regions of the world [Article 9b], taking responsibility for designated regions by acting as regional board coordinators. All reasonable efforts will be made to attract Board Members from: Europe and the UK (3); Americas (2); Asia and Oceania (3); Africa and the Middle East (2).

1.8 Vacancies: Any vacancy arising in the Board before the expiration of a Board member's term shall be filled by an existing Board member [Article 2]. The appointee shall serve until the next Annual Meeting, when a successor for the unexpired term shall be nominated in accordance with Article 9 and elected by the members of the Association.

1.9 Dismissal: Where a Board Member is not fulfilling the responsibilities of their duties, a proposal to dismiss will be put forward by at least two Board members.

The President will notify the Board Member in writing, who may be removed before any such meeting to allow an opportunity for the Board Member to present any case for why dismissal should not take place. The Board will meet within thirty days, in person or online, to approve or reject the proposal to dismiss. The Board Member will be dismissed if the proposal is supported by the majority of Board Members.

The President will formally notify the Board member of the outcome of the meeting.

If the concern regards the performance of the President, the Vice-President will be responsible for this procedure. Ordinary Members with concerns regarding the fulfilment of their regional representative should raise these with a member of the Executive Board.

2. The Executive Board [Article 10]

2.1 Composition: The Executive Board is composed of the President, Vice-President, the Secretary and the Treasurer.

2.2 Remit: The Executive Board shall determine management issues including decisions regarding budgets and financial performance, contracts, purchases of assets, appointing service providers and legal transaction activities as well as the establishment of investment plans.

The Association is represented in and out of court by each member of the Executive Board.

At meetings resolutions are passed with a simple majority and results must be documented.

2.3 Role of the President: The role of the President is to lead the Association. They are elected by the Board as the Chief Elected Officer and chair the Board of Directors. Key duties and responsibilities include:

- To provide leadership to the Board and the membership
- To provide overall direction and management for the organisation
- To ensure strategic and business plans are in place and monitored
- To ensure goals are set for IATUL and that these goals are met
- To represent and support the Association and its policies internally and externally
- To plan and chair Board and General Assembly meetings, including meeting agenda preparation in consultation with the Executive
- To ensure adherence to the Association's Constitution and the integrity of the Board process
- To review financial reports and on advice from the Treasurer advise the Board as necessary regarding required actions
- To manage risks to the organisation
- To ensure the organisation's policies and procedures are followed
- To consult with regional board coordinators on issues
- To communicate with the membership on a regular basis via the newsletter
- To have primary responsibility for reviewing the Board's performance

2.4 Role of the Vice-President: The Vice-President is elected by the Board and assumes all duties and responsibilities along with the title of acting President, in the absence or indisposition of the President. Key duties and responsibilities include:

- Works closely with the President and provides advice to ensure a full understanding of the Board's agenda and issues
- Ensures strategic and business plans are updated, implemented and evaluated
- Evaluates and reviews the Board's performance

- Represents the President as required

2.5 Role of the Secretary: The Board appoints the Secretary who acts as the chief administrative officer of the Association. Key duties and responsibilities include:

- Ensures that all relevant business is put to the Board and the decisions of the Board are implemented
- Ensures the documentation is prepared and distributed at the appropriate times for board meetings
- Prepares amendments to the Constitution on behalf of the Board and presents these to the General Assembly for agreement
- Is the main correspondent for external organisations, taking responsibility for responding to communication following Board consultation
- Takes responsibility for compiling and archiving minutes and other documentation for the Association, with the IATUL Office, following an agreed retention schedule
- Announces details of the annual General Assembly and provides documentation for the Assembly, including an agenda and minutes of the previous General Assembly
- Prepares the Annual Report for the Association
- Records declarations of interest or conflicts of interest made at Board meetings
- Has oversight of matters relating to membership applications and records, designing and overseeing membership drives and advising the Board of non-renewal or termination of memberships
- Submits the membership report to the General Assembly

2.6 Role of the Treasurer: The Board appoints the Treasurer who acts as the asset manager for the Association. Key duties and responsibilities include:

- Oversees the auditing of the IATUL bank accounts
- Prepares the annual budget for consideration by the Board, comparing actual revenues and expenses incurred against the budget
- Develops and monitors the organisation's financial policies
- Submits the financial report to the General Assembly

3. Board and Directors Duties and Responsibilities [Article 9]:

3.1 Duties of the Board of Directors includes:

- To act within its powers and fulfil the purpose of IATUL [Article 2]
- To provide members with accurate and sufficient information when seeking their support for decisions
- To give members evidence-based, objective opinion and advice
- To act in the best interests of the Association as a whole.

3.2 Responsibilities of Directors include:

- Directors control the management and business of IATUL
- Directors are expected to attend all Board Meetings, especially the Annual Conference and the IATUL Seminar
- Directors actively engage in timely communications between Board Meetings
- Directors must declare conflict of interest to fellow directors where a director has a material personal interest
- Directors inform other Board Members of all transactions and measures taken on behalf of the Board in a timely manner, allowing sufficient time for comments and for inclusion in the Annual Report if appropriate.
- Directors implement projects assigned to them by the Board
- Each Director usually assumes responsibility for geographic portfolios to advocate actively to increase membership in their region, to encourage engagement by members in the region and to actively participate in IATUL conference and seminar arrangements if located in their region.
- Directors support the IATUL Office and share work related to IATUL activities and initiatives

4. Board Meetings

- 4.1 Procedures: The Board Meeting is quorate when 5 Board members are present, including the full Executive Board or their nominee. An Executive Director may nominate a non-Executive Director of the Board to represent them.
- All substantive matters for the Association shall be passed by resolution of the full Board
 - Decisions are made by simple majority of all votes and each Board Member shall have one vote
 - Decisions of the Board shall be recorded in writing by the Secretary

5 External Auditor

- 5.1 Audit responsibilities: The Association appoints a professional auditor to audit the annual financial report before it is presented to members at the General Assembly. The auditor may also comment on matters of legal compliance.

6. The General Assembly

- 6.1 Procedures: The Constitution requires the Board to call a General Assembly at least once each year. The General Assembly is usually held during the IATUL Annual Conference and chaired by the President with documentation prepared by the Secretary. The Treasurer submits the annual financial report to the General Assembly.

Revised March 2025