itSMF UK

The By-Laws of itSMF UK

Introduction

These By-Laws relate to the Articles of Association of itSMF UK, which are published on the itSMF UK website (www.itsmf.co.uk) under About Us> Who We Are> Our Governance.

These By-Laws cover the principles by which the Articles are interpreted and give specific guidance on how itSMF UK is organised to fulfil its Objects within the terms of the Articles.

These By-Laws cover the following:

- 1. Context
- 2. Representation/Elections
- 3. Accountability to the wider membership
- 4. Communications to membership
- 5. Relationship with International
- 6. How By-Laws and Articles are governed
- 7. Operating principles for groups
- 8. How itSMF UK Organises itself

Each By-Law is organised as follows:

- A reference to relevant Articles. This is provided to give contextual information.
- An explanation of what need the By-Law addresses and why it is seen as mattering. This is provided to give contextual information.
- The actual content of the By-Law.
- Related procedures: this is provided for information. Information on some procedures listed can be found on the itSMF UK website, and further information can be sought from the itSMF UK Office.

1. Context

What is the purpose of this introduction?

To clarify the context of these By-Laws.

Why does this matter?

So people are clear on how the Articles and By-Laws have changed.

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The Articles of Association are still judged as being current and are unaltered.
The By-Laws have been amended to give a clearer view of the election process.

2. Representation/elections

Which Articles are relevant to this By-Law?

14.1, 34, 39

What is the purpose of this By-Law?

To determine the classes of subscriber member
To determine how they are represented by elected members
To determine the sequence of events in forming a new Board at the end of a two-year cycle.

Why does this matter?

As itSMF UK is a membership organisation, accountability to the wider membership is critical. This By-Law addresses how members are represented.

As part of this, points of Company Member/Officer continuity which are not explicit in the Articles are clarified.

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There are three main classes of subscriber membership:

- Individual - with one registered member for the subscriber membership

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- Enterprise - with a limited number of registered members allowed within the subscriber organisation
- Corporate - with an unlimited number of registered members allowed within the subscriber organisation

Every itSMF UK registered member belongs to one of these categories.

Membership classes are represented on the board by elected Company Members as follows. The membership offering to each of these categories is described on the itSMF UK website:

- One Company Member represents Individual Subscriber Members and is elected by them.
- One Company Member represents Enterprise 5 & 10 Subscriber Members and is elected by the Subscriber Account Holders of the Subscriber Organisations in these membership categories.
- One Company Member represents Corporate Subscriber Members and Enterprise 25 & 50 Subscriber Members and is elected by the Subscriber Account Holders of the Subscriber Organisations in these categories.
- In addition to this, all itSMF UK Registered Members have the opportunity to be involved with itSMF UK's volunteer groups (see section 7 of these By-Laws), and one Company Member is elected to represent these. This person is elected by the Subscriber Account Holders from the Subscriber Organisations in all the 3 membership categories.

Elected Company Member terms of office align with the choice of appointed Company Members and officer roles as followsv:

In general Board member appointments work on an October-September year, with appointments starting at the beginning of October and an Annual General Meeting in September confirming the new board. Incoming elected Company Members are invited to attend this meeting in a non-voting capacity. The election cycle takes this into account.

In the interests of continuity the old board makes recommendations for the Officer roles, and these will continue through the transition to the new board, assuming the new board wishes to continue with them. The presence of new board members at the AGM is designed to help this transition.

Appointments are for a 2-year term, as laid out in the articles.

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Where an elected Company Member takes on an officer role they will shift to being an appointed Company Member and their previous role will be open for re-election.

In the interests of continuity it is seen as desirable that not all terms expire in the same year (ie that some expire in odd years and some in even). In the interests of board ways of working it is seen as desirable that most changes in board make-up happen through the September AGM.

If an elected position or officer role becomes vacant during a two-year cycle the board may choose to appoint/elect for the remainder of the existing term of the person who stood down or for up to the standard 2-year term.

Elections for the elected Company Members are the only point where voting by members other than Company Members happens. See Accountability By-Law.

Procedures to support this By-Law

Election procedure
Membership categories and joining procedures (e.g. clarifying their election responsibilities with account holders)

How volunteer groups are organised is described in a separate By-Law.
The groups and the people responsible for running them are found on the itSMF UK website.

3. Accountability to wider membership

Which Articles are relevant to this By-Law?

1, 3, 14, 19.2 [should actually be 20.2]

What is the purpose of this By-Law?

The Articles limit Subscriber Members' rights to attendance/speaking at the Company's 'annual forum' meeting and electing Directors. This does not explain how accountability to both Subscriber Organisations and Registered Members will be delivered.

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Why does this matter?

itSMF UK is a membership organisation and accountability to the membership is key to being able to fulfil its Objects.

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Communications:
The Board will communicate with the membership as set out in the Communications By-Law.

Annual Forum:
The forum for Subscriber Members and Registered Members

- to be held nearer to every six months than the 12 month commitment of the Articles, and as such may be referred to as a Member Forum or Additional Member Forum instead of an Annual Forum.
- to use technology to enable those not able to travel to a physical location to attend
- to cover updates in the following areas :
  - Key decisions taken since the last forum meeting
  - Activity to meet the Objects since the last forum meeting
  - Current financial position
  - Plans for next few months
- to be open to Registered Members, who will be notified through standard communication channels (from the Office)
- to give Registered Members the opportunity to ask the Board questions and receive a response from the Board.

Escalation Routes
The first point of contact for queries is through the Office. The Office should be contacted prior to using escalation channels

If the Office are not able to address the matter, they can refer it to the Board. If, however, a registered member needs to escalate something, then this can be done through the elected Company Member who represents them, through the General Manager or through the Chair.

Escalation to a Board/General Meeting:
If 10% of the Subscriber Account holders for a membership category request through their elected representative that the Board consider a specific issue, that Company Member will ensure that the Board do consider it at a Board meeting.

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This Board meeting should take place within a month of the request being received, whether already arranged or especially convened. The Board will then respond to the wider membership as indicated in the Communications By-Law. Note that this mandates the Board to consider and respond to an issue but does not confer the right to attend the Board/General Meeting to anyone other than Company Members.

Escalation to an Additional Forum Meeting:
If 20% of the Subscriber Account Holders for a membership category requests through their elected representative that the Board addresses a specific issue with the wider membership, that Company Member will mandate the General Manager to summon an Additional Forum meeting. This meeting will take place within six weeks of the request and the wider membership will have the right to attend that meeting. The format of the meeting will be as for the Annual Forum, but with the specific agenda item being the issue raised.

General points on accountability

- An elected board member is specifically accountable to the membership category that elected them. As such, they should represent that category's perspective within the Board, and form a point of escalation for Registered Members and Subscriber Account Holders within that category.
- All Board members, whether elected or appointed, have a general accountability to the wider membership (Subscriber Organisations and Registered Members), and a responsibility to listen to and take account of the concerns and views of the membership.
- The Board has a responsibility, when choosing who to appoint as non-elected Company Members, to ensure that there is good coverage across the Board of the main types of organisation within itSMF UK, as outlined in the itSMF UK Strategy.

While there is a general accountability to all Registered Members, accountability is formally managed through the Subscriber Account Holders.

Procedures to support this By-Law

Calling a Forum Meeting
Calling a General Meeting

4. Communications to membership

Which Articles are relevant to this By-Law?
14

What is the purpose of this By-Law?

The Articles address how Company Members work together, but not how the Registered Members within Subscriber Organisations are communicated with.

Why does this matter?

itSMF UK is a membership organisation and good communications with that membership are a key part of it being successful.

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Registered Members will be kept informed of developments that affect them.

The itSMF UK website is a key communication channel and holds key information on how to engage with itSMF UK.

Registered Members may be informed by other communication channels (e.g. email, social media) of things that are deemed of interest.

itSMF UK can enable member organisations to make a limited number of mailshot contacts to subscriber members.

Membership communications will happen regularly (at least quarterly) and outline the key developments as well as highlighting membership benefits.

The Board may decide to communicate information to Registered Members which the Articles indicate as being for Company Members as long as this does not contravene restrictions in the Articles. [e.g. Article 54, which describes how accounts are shared with Company Members does not prevent the Board from sharing them, or information contained within them, with Registered Members. However Article 15.2 does restrict the sharing of membership registers].

Where there is the case to opt in or out of a communication channel this is defined through the profile on a Registered Member's website account.

The itSMF UK Office is the primary point of contact for queries about communications

Procedures to support this By-Law

Delivering mailshots (including limits that apply)
Issuing subscriber member communications

5. Relationship with itSMF International

Which Articles are relevant to this By-Law?

None, there is no mention of itSMF International in the Articles

What is the purpose of this By-Law

A statement of the relationship with itSMF International in that itSMF UK is a member body that is affiliated to itSMF International

Why does this matter?

Though itSMF UK is a UK based organisation, it is part of a (loose) global community made up of similar organisations in other countries.

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To affirm that itSMF UK is affiliated to itSMF International

There is an International Chapter Agreement which defines how individual chapters, like itSMF UK, participate in itSMF International. itSMF UK abides by this.

Procedures to support this By-Law

Procedure for providing membership returns (reporting membership numbers) to International
Procedure for paying annual levy to International
Procedure for electing representatives onto International board positions including advising of international elections and providing details of candidates

6. By-Laws and Articles governance

Which Articles are relevant to this By-Law?

57, 59

What is the purpose of this By-Law?

To enable the Articles and By-Laws to stay relevant, be compliant with legal requirements, and utilise current good practice.

Why does this matter?

In addition to compliance obligations, an improvement cycle is good practice.

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The By-Laws and Articles are to be reviewed annually

The Articles review includes an optional check with itSMF UK's solicitors as to 1/ whether any legal changes mean that a change to the Articles is required 2/ whether any changes in not-for-profit good practice indicate that a change to the Articles would be advisable. The expectation is that this will happen in alternate years or when there are significant legislation changes that impact how itSMF UK is structured and run.

The By-Laws review would be internal by the Board or a Board committee

The cycle for reviewing would be visible to the subscriber membership, who would have the chance to make any suggestions for improvements.
Any changes would be communicated to subscriber members.

The basic review process is

- Publication of the review schedule (specifically giving Registered Members an opportunity to provide feedback)
- Legal check with solicitors for compliance requirements and changes to good practice for not-for-profit organisations (if legal check being done)
- Amendment of Articles and By-Laws in line with solicitors' guidance and Board review
- If substantial changes to Articles result, legal check with solicitors on Draft

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- Final approval by the Board at a General Meeting
- Adoption of any changes and communication to Registered Members

Note that if no Articles changes are required or made, the By-Laws can still be updated, and would still be reviewed to see if this is appropriate.

Procedures to support this By-Law

How to review and change the By-Laws
How to review and change the Articles.

7. Operating principles for groups

Which Articles are relevant to this By-Law?

14, 15

What is the purpose of this By-Law?

The Articles define how formal bodies (the board and board committees) should work, but not less formal volunteer groups. These are a core part of itSMF UK.

Why does this matter?

The wider membership should understand how it can contribute, what controls are in place for such groups and what can be expected from them.

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There are two categories of volunteer group:

- Member Groups
- Communities of Practice.

Each Group will have a Member Group Chair who is responsible for the running of the Group, its activities and outputs and accountable for working with the elected Company Member who represents groups, to coordinate activities with other Groups and the Company to deliver member events.

The scope of a Member Group Chair is to organise and run meetings for the members across the UK and if required, in a specified geographical region. These meetings are a benefit for Registered Members who can attend after event

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registration on the itSMF UK website. The scope of a Communities of Practice Member Group Chair is to develop theory and practice in the designated area. This includes producing material, which is itSMF UK Intellectual Property, to develop and sustain their area, and providing an opportunity for peers to collaborate and develop their own understanding and practice.

A Member Group Chair can be chosen by a number of methods including volunteering, election if required and nomination. Once a Member Group has been stood up, the Member Group Chair will validate with their volunteer colleagues, the elected Company Member who represents groups and the Board on an annual basis whether they will continue with the role. Member Groups can determine how they run and they should at least:

- be open to two-way membership input and drive forward the recruitment of new people to be involved
- be collaborative in how they work across Member Groups and Communities of Practice
- adhere to the Objects and direction from the elected Company Member who represents groups and the Board
- collaborate with other groups outside of the Company as appropriate and in line with collaboration initiatives from the Board.
- keep appropriate records of activity and provide this to the Office.

Member Group Chairs have specific responsibilities and are expected to sign a Non-Disclosure Agreement. Member Groups and Communities of Practice can be continuous (i.e. where the same people form a core and work together over time) or ad hoc (i.e. where a working group is formed for a specific purpose and ceases to operate after this).

Procedures to support this By-Law

Annual plan for Groups
Expectations for Member Group Chairs (including how to work with the Office)
How/when to set up a Community of Practice

8. How itSMF UK organises itself

Which Articles are relevant to this By-Law?

1, 32, 34, 44

What is the purpose of this By-Law?

Describing how itSMF UK has chosen to organise itself and work.

Why does this matter?

It tells people the types of work itSMF UK initiates and how they might be involved. It also indicates how limits apply to delegated authority.

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- In order to fulfil its Objects itSMF UK chooses to employ staff based at an office in Bracknell. The Office is the primary point of contact for queries and looks after the administration and execution of itSMF UK's business. There is a General Manager within the Office who is responsible for how it is run.
- An annual budget is set in agreement with the Board and costs are managed within this across all areas. Adjustments to this need Board approval.
- The Board sets the strategy and from this the work of the Office and other committees and groups is determined. Groups are expected to act within any constraints that have been set by the Board and report back to the Board as requested by the Board.
- The different ways that work happens include
  - Board actions - managed by Board and General meetings
  - Board committees - set up by the Board, as indicated in the Articles to progress specific initiatives
  - itSMF UK Groups - set up as indicated in the By-Laws for volunteer driven collaborative work
  - Office initiatives, including running a programme of relevant events - set up in line with strategy under staff management direction.
  - Company administration (mostly done by the Office)
- Most of these (in particular the Board, Board committees and itSMF UK Groups) are done on a volunteer basis (apart from the Office people involved), but initiatives to produce specific deliverables can also offer appropriate remuneration (agreed in advance by the Office subject to a budget having been established).

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- In the interests of clarity, Article 34 (Size & Make-up of the Board) is applied as follows :
  - Cooptees are registered with Companies House
  - Chair, Vice Chair and Treasurer are registered with Companies House as Persons with significant control
  - The Treasurer role can't be held by the Chair
  - The limit of 14 members includes all cooptees, appointments and officers. All of these have equal voting rights.
  - The norm is that when an elected person becomes an officer that there is an election to fill the role they previously filled
  - The limit of 6 appointed directors (34.1.2) does not include the officers (34.1.4)
  - There is currently no CEO so this role on the board is not filled. Instead the General Manager attends by invitation in a non-voting role. Other Office staff may also attend in such a role.
- The Board generally holds 1 AGM, and 3 General Meetings in a calendar year on a quarterly basis, with around 8 additional Board Meetings, one in each of the months where there is no AGM or General Meeting. Where Special Resolutions need to be agreed outside the quarterly General Meeting schedule a Board Meeting is typically changed to become a General Meeting.
- The end of the Financial Year is at the end of November. Accounts are signed off in the June/July General Meeting. The AGM is in September

Procedures to support this By-Law

All the procedures that are implied in being an employer
Procedures/Terms of Reference around specific bodies that are progressing work
Any relevant procedures for specific initiatives
Expenses policy and other finance policies
Annual budget cycle

Governance Log

This version of the By-Laws relates to the 12th November 2019 version of the Articles of Association

Action	Who by	Date
Agreed that Richard Horton to lead on By-Laws creation	itSMF UK Board	22/12/15
By-Laws Committee formed consisting of John Windebank, David Backham, and Karen Brusch	Richard Horton	January 2016
Meetings of By-Laws committee	Richard Horton	14/1/16, 8/2/16, 25/2/16, 17/3/16
Draft 1.1 presented to itSMF UK Board	Richard Horton	1/4/16
Draft 1.2 circulated to itSMF UK Board and By-Laws Committee for review	Richard Horton	15/4/16
Draft 1.3 circulated to By-Laws Committee and 3 itSMF UK group chairs (Matt Hoey, Steve Morgan, Anna Leyland) for review.	Richard Horton	22/4/16
Draft 1.4 circulated to By-Laws Committee and 3 itSMF UK group chairs (Matt Hoey, Steve Morgan, Anna Leyland) for review.	Richard Horton	6/5/16
Draft 1.5 circulated to By-Laws Committee for review	Richard Horton	25/5/16
Draft 1.5 submitted to Board for approval	Richard Horton	27/5/16
Final Version 2.0, as approved by Board on 3rd June	Richard Horton	16/6/16
Version 2.1, in line with Board agreement on 9th December (issued alongside the 7th Feb 2017 Articles change)	Richard Horton	19/12/16
Version 2.2 & Version 2.3 Proposed changes not progressed	Richard Horton	30/11/18, 10/12/18
Version 2.4 Proposed changes (for Board/membership feedback) approved 12/11/19	Richard Horton	12/9/19
Version 2.5 Proposed changes (for Board/membership feedback)	Richard Horton	13/1/21

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