

# 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](http://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.

### **Content**

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?**

Determining the classes of subscriber member  
Determining how they are represented by elected members  
Determining 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.

### **Content**

There are three main classes of subscriber membership

- Individual - with one registered member for the subscriber membership
- 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

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 Subscriber Members and is elected by the Subscriber Account Holders of the Subscriber Organisations in this membership category.
- One Company Member represents Corporate Subscriber Members and is elected by the Subscriber Account Holders of the Subscriber Organisations in this membership category.
- In addition to this, all ITSMF UK Registered Members have the opportunity to be involved with ITSMF UK's volunteer groups (Regionals and Special Interest Groups), 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 follows :

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

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.

### **Why does this matter?**

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

### **Content**

## *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 CEO or through the Chair.

## *Escalation to a Board/General Meeting:*

If 10% of the Subscriber Account holders for a membership category requests 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. This Board meeting is to be 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 CEO 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.

## **Content**

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) 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.

## **Content**

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.

## **Content**

The By-Laws and Articles are to be reviewed annually

The Articles review is to include a 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 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
- Legal check with solicitors for compliance requirements and changes to good practice for not-for-profit organisations
- Amendment of Articles and By-Laws in line with solicitors' guidance and Board review
- If substantial changes being proposed, legal check with solicitors on Draft (specifically for Articles. By-Laws should also be checked if relevant)
- 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.

## **Content**

There are two categories of volunteer group

Regional

Special Interest Group (SIG)

Each group will have a Chair, who is responsible for

1/ the running of the group and what it does/produces

2/ working with the elected Company Member who represents groups to coordinate with other groups and the Office

A Vice-Chair and Working Group are normally also in place to help with the running of the group.

The scope of a Regional Group is to organise and run meetings for the people in the region. These meetings are a benefit for Registered Members who can register to attend via the ITSMF UK website.

The scope of a SIG is to develop theory and practice in the designated area. This includes producing material, which is ITSMF UK Intellectual Property, to develop their area, and providing an opportunity for peers to collaborate and develop their own understanding and practice.

Chairs can be chosen by a number of methods. Once a group exists the Chair will validate with their working group/Board on an annual basis whether they will continue with the role.

Groups can determine how they run but should

- be open to membership input and new people getting involved
- be collaborative in how they work
- adhere to the Objects and direction from the Board
- collaborate with other groups as appropriate and in line with collaboration initiatives from the Board.
- keep appropriate records of activity and provide this to the Office

Chairs have responsibilities and are expected to sign a Non-Disclosure Agreement.

Groups can be continuous (i.e. where the same people form a core and work together over time) or adhoc (i.e. where a working group is formed for a specific purpose and ceases to operate after this). SIG chairs can operate in either way.

## **Procedures to support this By-Law**

Annual plan for Groups

Expectations for Chairs of Groups (including how to work with the Office)

How/When to set up a SIG

## **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.

### **Content**

- 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 Management Team within the Office which 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

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Service Management Association Ltd (trading as ITSMF UK), Ground Floor South, Burford House, Leppington, Bracknell, Berkshire, RG12 7WW, UK. Company Registration Number: 2661244, England & Wales.

- 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 CEO 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).
  - In the interests of clarity, Article 34 (Size & Make-up of the Board) is applied as follows :
    - Coopteers are registered with Companies House
    - Chair, Vice Chair and Treasurer are registered with Companies House as Persons with significant control
    - The Treasurer can't be held by the Chair
    - The limit of 14 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 Management Team from the Office attend by invitation in a non-voting 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.
  - 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 7<sup>th</sup> February 2017 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 3 <sup>rd</sup> June	Richard Horton	16/6/16
Version 2.1, in line with Board agreement on 9 <sup>th</sup> December (issued alongside the 7 <sup>th</sup> 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)	Richard Horton	12/9/19
Final Version 2.4, as approved by the Board on the 12 <sup>th</sup> November 2019	Richard Horton	12/11/2019