

# Introduction to the itSMF International Constitution

Richard Horton. June 2025

These changes were implemented in 2023

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## Context

The constitution of itSMF International was changed in 2023 to address inconsistencies and to reflect better its purpose and how it achieves it.

## What is the Constitution ?

There are 3 documents that define the constitution of itSMF International, The Memorandum, The Articles of Association and the Bye Laws. The Memorandum and Articles were originally combined in one published document but are actually distinct documents with different purposes

- The Memorandum is like the birth certificate of itSMF International – you can't change it. As such it will always have the signatures of the 3 founders. An additional document details what has changed. The 3 founders are no longer the signatories, and the purpose of the organisation has been updated.
- The Articles of Association define the rules by which itSMFI International operates and are a legal document. These can and should change if the way that itSMF International functions changes at a fundamental level.
- The Bye Laws define at a more practical level how itSMF International works. Most changes will be to the Bye Laws, not to the Articles.
- The Bye Laws must always be consistent with the Articles and if in doubt the Articles take precedence

## 2023 changes

### Memorandum

The first change was to separate the Memorandum from the Articles and to create a new document, which defines the new Objects of itSMF International. This got rid of references to ITIL 1 and OGC and positions International as not being ITIL driven.

### Articles

The second change was to the Articles. Understanding these changes requires understanding the difference between a Company Member and Chapter Member and a Director, which is explained in the new Bye-Laws.

The main changes to the articles were

- To tie in the role of Company Member to that of Elected Director. This also introduces the concept that a Company Member role has a term after which it expires (in the original Articles there was no concept of a term for Company Members)
- To limit the number of terms a Director (and hence Company Member) can serve
- To make quorum a proportion rather than an absolute number

### Bye-Laws

The Bye-Laws were rewritten to try to explain the context in a way that is comprehensible. This includes

- Context on International, including how important it is that the Directors represent the wishes of the Chapters
- Being clear on how Directors and Chapters relate to each other, specifically around the role of Company Member. This is an important point to clarify in that the chapters are generally thought to be the company members, which they are not. This control is designed to ensure that though they are not the same they achieve the same effect. Note that the Bye Laws do not introduce this. They explain what is already the case.
- Description of the different types of membership
- Description of how the Board is made up. This includes a change allowing it to be bigger
- Description of how to restore quorum
- The election process is very similar to the previous version, but there is clarification over what happens if someone is nominated by a Chapter other than their own
- An accountant's opinion is stated as being sufficient for an organisation of our scale, as advised by Morris Owen and explained at the January 2022 Chapter Leaders' Conference
- The ethics committee is defined more explicitly and transparently. This includes electing the chair
- Introducing a mechanism for Chapter Leads to hold the Board to account in the case of disagreements

- A bit more on the legal context and a couple of diagrams to try to make clearer how it all fits together