THE EDUCATION TECHNOLOGY ASSOCIATION

The Professional Association for those who are involved in advancing education through the appropriate use of education technology.

Rules

(Revised 20 September 2023)

Introduction

The Articles of Association of Naace define many of the operating principles and procedures of the charitable company. They cannot be amended other than by appropriate legal procedures and any amendments are subject to the approval of Companies House. Article 70 provides for the creation, amendment, and repeal of Rules that are necessary or expedient or convenient for the proper conduct and management of the charitable company. The Rules relate mainly to operational details that are not prescribed by the Articles of Association and they may be amended by the company from time to time without reference to Companies House. The Rules cannot be inconsistent with, or affect, or repeal anything contained in the Articles.

1 Creation and amendment of Rules (Article 70)

Subject to the provisions of Article 70, the Board of Management will:

i. seek the approval of the members at an Annual General Meeting for any changes to the Rules which have been made since the previous Annual General Meeting;
ii. provide to any member on request a copy of the Articles of Association and a copy of the Rules currently in force via the website.

2 Composition of the Board of Management (Articles 37 to 42 and 54 to 55)

i. Appointments to the Board of Management shall be made according to the provisions of Articles 37 to 42 inclusive, and Articles 54 and 55.
ii. The Board of Management will normally consist of 11 members but shall not exceed 14.
iii. All members of the Board of Management will be Trustees of the charity.
iv. The Board of Management will consist of a Chair, two Vice-Chairs and eight other members. Members elected to serve on the Board of Management will normally hold office for four years.
v. Roles for individual members of the Board of Management will be determined by the Board of Management.
vi. In the case of vacancies arising on the Board of Management during the year between Annual General Meetings, the Board of Management may fill vacancies at its discretion.
vii. Members appointed in this manner shall serve on the Board of Management only until the next Annual General Meeting.
viii. The Board of Management may co-opt members to serve on the Board of Management until the next Annual General Meeting.

3 Process for elections to the Naace Board of Management (Article 35

i. New members of the Board of Management or retiring members of Board of Management standing for re-election shall be elected by a vote of the membership conducted by postal or online ballot annually prior to the Annual General Meeting.

ii. Nominations shall be invited from any Advocate, School or Alumni Member seeking to be elected to the Board of Management. Members will be advised of the date and time by which nominations must be received. The deadline for nominations shall allow a minimum of two weeks for votes to be cast and the count shall take place within one week of the close of voting.

iii. Nominations shall be sent to the Chair and shall state the name of the nominee and the names of the proposer and seconder both of whom must be (Advocate, School or Alumni) Members. The nomination must be accompanied by a statement from the nominee confirming his/her willingness to stand for election.

iv. Nominees shall be invited to submit a statement not exceeding 400 words outlining his/her experience, current activity, and interest in the post. Nominees shall also be invited to submit a recent photograph. The Chair shall arrange for the statements and photographs to be made available to the membership.

v. All members shall receive information about each candidate standing for office by electronic communication (email attachment and posting on the Naace website) or by letter.

vi. Voting will take place electronically using a secure online system. Paper voting papers and pre-paid envelope will be issued to those members unable to undertake the vote in this manner, if requested by those members.

vii. The count shall take place in the manner and place as directed by the Board of Management. The Board of Management will appoint a Verifier to act as an independent witness.

viii. The results of the ballot will be announced at and take effect from the Annual General Meeting.

4 Board of Management Meetings

i. Meetings shall be held on at least six occasions during the year. The schedule of such meetings will be agreed at the first meeting of the Board of Management each year and should allow for both remote and face-to-face meetings where possible.

ii. The Board of Management should attempt to hold at least one in-person meeting, (probably during the summer holidays) to allow for as many members of the Board to attend as possible.

5 Matters relating to Membership (Article 9)

i. The Board of Management shall make arrangements for the proper scrutiny of applications for membership.

ii. The Board of Management shall from time to time set the Annual Membership Fee or Fees dependent on types of Membership determined by the Board of Management.

iii. Membership will be as from the date of acceptance by the Board of Management. This date will be registered and will be notified to the new member. Renewal subscriptions for Advocate and School and Alumni Members will be due on the anniversary of membership. Membership will be deemed to have lapsed two calendar months after the anniversary of membership if the renewal subscription has not been paid.

iv. Attendance at conferences and events organised by Naace is open only to members of the Association, members of the Board of Management, and others approved by the Board of Management.

6 Conflicts of Interest (Articles 47 to 49)

i. Subject to the remainder of this paragraph, the Board of Management will ensure that Naace does not enter into any transaction, contract, agreement or arrangement for the supply of goods or services to Naace involving payment for such goods or services by Naace (all referred to here as “a Transaction”) where any member of the Board of Management is required under Article 47 to declare an interest in the Transaction because of the identity of the proposed supplier of such goods and services (“the Connected Supplier”).

ii. The foregoing provisions of this Rule 5 shall not apply where the Board of Management has first obtained at least one quotation for the supply of the same goods or services from a supplier other than a Connected Supplier.

iii. The Board of Management may disregard the provisions of the first paragraph of this Rule 5 if the Board considers that Naace has an urgent need for the Transaction to take place and damage may be caused or loss incurred by Naace as a result of any delay resulting from the procedure required by the second paragraph of this Rule 5.

iv. The Board of Management will in all cases select the supplier of goods or services on merit alone. This Rule is not intended to amend any of the requirements set out in Articles 47 to 49.

7 Appointment of Finance Sub-Committee (Article 56)

i. The Sub-Committee shall consist of at least 3 members of the Board of Management

ii. The Board of Management shall at their first meeting following the Annual General Meeting (AGM) in each year, determine the members of the Finance Sub-Committee until the next following AGM. The Sub-Committee will, at its first meeting appoint a Chair to hold office until the meeting subsequent to the next AGM. At least 1/3 of the membership of the Sub-Committee will be renewed annually. The Board of Management from among their members shall fill casual vacancies occurring in membership of the Sub-Committee

iii. The Sub-Committee shall meet not less than 3 times in each year. Normally before each of the full Board of Management Operational Meetings (2) and once as part of the year end/new year budget setting process. A quorum at each meeting shall be 3 members.

iv. The sub-committee shall have the following remit:

a. To review annually the Terms of Reference of the Sub-Committee

b. To receive reports from the CEO/Finance Officer on finance including:

- An annual statement regarding financial process internal and external (with suppliers and contractors)
- A draft annual budget prior to approval by the full Board
- Management accounts prior to submission to the full Board
- Year-end accounts prior to submission to the full Board
- Draft statements prepared for submission to the Charity Commission prior to presentation to the full Board.

c. To make recommendations to the Board of Management on finance matters.

d. The Board of Management is responsible for any final decision in such matters.

8 Appointment of Quality Assurance Sub-Committee (Article 56)

i. The Board of Management shall appoint a sub-committee of no more than four members in order to perform quality assurance functions for the Association. At least one of these shall be a full member of the Board of Management and one shall act as Chair to that sub-committee.

ii. The remaining members shall qualify to be appointed to sub-committee on the proviso that they are Advocate, School or Alumni Members and the Board is satisfied they have proven expertise in quality assurance and be willing to abide by the proceedings of the Board of Management (Articles 45 to 59 and Rule 5), save that of acting as a Trustee.

iii. No member can serve on the sub-committee for more than three consecutive years and that at least one quarter will be replaced each year, the year running from 1st July to 30th June.

iv. The Board may replace or remove a member of the subcommittee at any time eg. due to resignation of a member, and their replacement shall serve the remaining period of the original appointment.

v. The sub-committee shall meet at least three times a year (or more if necessary) face-to-face or virtually.

vi. The sub-committee shall have the following remit:

   a. Be responsible for assuring the quality of Naace products and services.
   b. Draw up, review, and update generic Quality Assurance that can be applied to all services provided by Naace.
   c. Approve or not approve the Quality Assurance elements of submissions for products and services made to or by Naace and submit that approval or not to the Board. Approval being given if procedures submitted adhere to the generic Quality Assurance in force at the time.
   d. Act as the penultimate arbiter of any complaint and dispute with a product or service provided by Naace (the ultimate being the Board) and draw up procedures to do this.