

Association for Learning Technology Constitution

adopted on the 26th day of June 1997

amended 11 September 2000 (first amendment)

amended 9 September 2002 (second amendment)

amended 7 September 2005 (third amendment)

1. Name

The Association shall be known as the ASSOCIATION FOR LEARNING TECHNOLOGY ("the Charity").

2. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Central Executive Committee, constituted by clause 8 & 9 of this constitution ("the Central Executive Committee").

3. Object

The Charity's object ("the object") is to advance education through increasing, exploring and disseminating knowledge in the field of learning technology for the benefit of the general public.

4. Powers

In furtherance of the object but not otherwise the Central Executive Committee may exercise the following powers to:

- a) receive or solicit funds;
- b) make contracts, employ staff and incur expenditure;
- c) open bank accounts;
- d) organize meetings;
- e) publish literature;
- f) affiliate with any similar Association;
- g) determine categories of individual or organisational membership and set subscription rates for different categories;
- h) amend the Standing Orders;
- i) do any lawful thing calculated to secure the promotion of any of the above aims.

5. Membership

1) Membership of the Charity shall be open to:

- a) individuals who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Central Executive Committee, and
- b) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription laid down from time to time by the Central Executive Committee.

- 2) Every individual member and every member organisation shall have one vote at meetings of the Charity.
- 3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- 4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Honorary Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 5) Each member organisation shall be allowed to nominate one representative to the Policy Board and should notify the Honorary Secretary of their nomination.
- 6) The Central Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Central Executive Committee, accompanied by a friend, before a final decision is made.

6. The Offices of Vice-Chair, Chair and President

- 1) At the Annual General Meeting of the Charity the members shall elect from amongst the membership a Vice-Chair, who shall hold honorary office from the conclusion of that meeting for a period of three years and serve in the following manner:
 - i) in the first year as Vice-Chair of the Charity
 - ii) in the second year as Chair of the Charity
 - iii) in the third year as President of the Charity
- 2) Election to an honorary office is only open to individual members of at least 12 months' standing and aged eighteen years or over.
- 3) The President shall chair general meetings of the Charity and be responsible for the general oversight of the Charity's operations. If the President is absent from a General Meeting, it shall be chaired by the Chair of the Central Executive Committee or, failing that, by any other trustee.
- 4) The President, Chair and Vice-Chair shall be ex-officio members of the Central Executive Committee and any other committee established by the Charity.
- 5) In the event of the President, Chair or Vice-Chair retiring before the completion of their term, the Central Executive Committee will make interim appointments until the next official election, normally held at the following AGM.

7. Chairs of Designated Sub-committees

- 1) Chairs must be members of at least 12 months' standing and aged eighteen years or over.
- 2) Each appointment to a vacant Chair shall be made at a meeting of the Central Executive Committee normally called no later than the day after the Annual General Meeting and shall take effect from the end of that meeting.
- 3) The Chairs of designated sub-committees are appointed for a period of up to three years. The appointment to a Chair of a designated sub-committee is for an initial period of up to three years, and subject to a maximum of six years in succession following appointment.

8. Composition of the Central Executive Committee

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1) The Central Executive Committee is reconvened annually no later than the day after the Annual General Meeting.

2) At the point of reconvening the committee shall consist of the following:

Continuing Posts

- a) the President
- b) the Chair
- c) four members

Newly Elected Positions

- d) the Vice-Chair
- e) two members

3) At the reconvening meeting, the sole business of the Central Executive Committee is to complete its composition by appointing:

f) between a minimum of one and a maximum of four Co-opted Members, to include Chairs of designated sub-committees, by custom but not by right.

4) Additionally, at the reconvening meeting, but not affecting the newly appointed composition of the Central Executive Committee, the Central Executive Committee will appoint:

- a) Honorary Officers drawn from the full complement of existing and co-opted members
- b) Vacant Chairs

5) The proceedings of the Central Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

9. Determination of Membership of Central Executive Committee

1) Elected Members

a) A Member of the Central Executive Committee must be of at least 12 months' standing and over the age of eighteen years. They will have been elected at the AGM and will normally hold office for a period of three years from the conclusion of that meeting.

2) Co-opted Members

a) Each appointment of a co-opted Member of the Central Executive Committee shall be made at a meeting of the Central Executive Committee normally called no later than the day after the Annual General Meeting and shall take effect from the end of that meeting.

b) Exceptionally, when the appointment of a co-opted Member is to fill a place that has not been vacated by the time of that meeting, the appointment shall run from the date when the post becomes vacant.

c) Co-opted members are appointed by the Central Executive Committee for a period of one year.

3) All the members of the Central Executive Committee may be re-elected or re-appointed provided that no member shall serve for more than six years in succession, except for the offices of Vice-Chair, Chair and President which may be held once only.

4) Nobody shall be appointed as a member of the Central Executive Committee who is aged under eighteen years or who is not an individual member of the Charity or who would, if appointed, be disqualified under the provisions of the following clause.

5) All members of the Central Executive Committee will be the Charity trustees. It follows that no person shall be entitled to act as a member of the Central Executive Committee, whether on a first or on any subsequent entry into office, until after signing in the minute book of the Central

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Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

- 6) A member of the Central Executive Committee shall cease to hold office if he or she:
- i) is disqualified from acting as a member of the Central Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - iii) is absent without the permission of the Central Executive Committee from all their meetings within a period of six months and the Central Executive Committee resolve that his or her office be vacated;
 - iv) notifies to the Central Executive Committee a wish to resign (but only if at least five members of the Central Executive Committee will remain in office when the notice of resignation is to take effect); or
 - v) ceases to be a member of the Charity.

10. Honorary Officers

At a meeting normally called by the Honorary Secretary and chaired by the President no later than the day after the Annual General Meeting, the elected members of the Central Executive Committee shall elect from amongst its members (including co-opted members) an Honorary Secretary and a Treasurer for the Charity. The term of office for these offices must take into account the term of office relating to the officers' election or appointment to the Central Executive Committee.

11. Central Executive Committee Members not to be personally interested

- 1) Subject to the provisions of sub-clause 2 of this clause no member of the Central Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Central Executive Committee) in any contract entered into by the Central Executive Committee.
- 2) Any member of the Central Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or his or her firm when instructed by the other members of the Central Executive Committee to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of the members of the Central Executive Committee benefit under this provision and that a member of the Central Executive Committee shall withdraw from any meeting at which his or her own instruction of remuneration, or that of his or her firm, is under discussion.

12. Meetings and Proceedings of the Central Executive Committee

- 1) The Central Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Honorary Secretary or by any two members of the Central Executive Committee upon not less than 7 days' notice being given to the other members of the Central Executive Committee of the matters to be discussed. An initial meeting of the new Central Executive Committee shall normally be held each year no later than the day after the Annual General Meeting and shall be called by the Honorary Secretary.
- 2) The Chair shall act as Chair at meetings of the Central Executive Committee. If the Chair is absent from any meeting, the members of the Central Executive Committee present shall

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choose one of their number to be Chair of the meeting before any other business is transacted.

- 3) There shall be a quorum when at least one third of the number of members of the Central Executive Committee for the time being or three members of the Central Executive Committee, whichever is the greater, are present at a meeting.
- 4) Every matter shall be determined by a majority of votes of the members of the Central Executive Committee present and voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 5) The Central Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Central Executive Committee and any sub-committees.
- 6) The Central Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7) The Central Executive Committee may appoint one or more sub-committees, consisting of one or more members of the Central Executive Committee and other members of the Charity, the total not exceeding ten, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Central Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Central Executive Committee.
- 8) Central Executive Committee meetings may be held by electronic means, provided that no Central Executive Committee member is excluded from participating as a consequence.

13. Policy Board

The Charity shall have a Policy Board, consisting of representatives appointed by the institutional and corporate members, which shall meet periodically to consider general policy issues for the Charity and recommend action for consideration by the Central Executive Committee.

14. Receipts and expenditure

The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Central Executive Committee in the name of the Charity at such bank or other financial institution as the Central Executive Committee shall from time to time decide.

The funds belonging to the Charity shall be applied only in furthering the object.

15. Property

- 1) Subject to the provisions of sub-clause (2) of this clause, the Central Executive Committee shall cause the title to:
 - a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Central Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Central Executive Committee. Provided that they act in accordance with the lawful directions of the Central Executive Committee, the holding trustees shall not be liable for the acts and defaults of it members.

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- 2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Central Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Central Executive Committee, and may pay such a nominee for the Central Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

16. Accounts

The Central Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- 1) the keeping of accounting records for the Charity;
- 2) the preparation of annual statements of account for the Charity;
- 3) the auditing or independent examination of the statements of account of the Charity;
- 4) the transmission of the statements of account of the Charity to the Commissioners;
- 5) the appointment of auditors at the Annual General Meeting.

17. Annual Report

The Central Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

18. Annual Return

The Central Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners. All members have a right to see the annual return.

19. Annual General Meeting

- 1) There shall be an Annual General Meeting of the Charity which shall be held in the month of September in each year or as soon as practicable thereafter.
- 2) Every Annual General Meeting shall be called by the Honorary Secretary. The Honorary Secretary shall give at least six weeks' notice of the Annual General Meeting and two weeks' notice of the agenda to all members of the Charity. All members shall be entitled to attend and vote.
- 3) The Honorary Officers shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- 4) Nominations for election to the Central Executive Committee and to the office of President (when relevant) must be made by members of the Charity in writing and must be in the hands of the Honorary Secretary at least three weeks before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot, conducted according to the Standing Orders of the Charity.

20. Special General Meetings

The Central Executive Committee may call a Special General Meeting of the Charity at any time. If at least 12 individual members of at least 12 months' standing, request such a meeting in

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writing stating the business to be considered the Honorary Secretary shall call such a meeting. At least six weeks' notice must be given. The notice must state the business to be discussed. All members shall be entitled to attend and vote.

21. Procedure at General Meetings

- 1) The Honorary Secretary or other person specially appointed by the Central Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 2) There shall be a quorum when 25 individual members of at least 12 months' standing are present at any general meeting.
- 3) The Charity reserves the right to offer a combination of mechanisms for members to cast votes pertaining to General Meeting business, including postal or electronic ballot or proxy voting. All ballot results relating to business of a General Meeting will be announced as total results at the General Meeting. The total result will combine the results from ballots cast by all relevant mechanisms for the specified ballot, as stated in the Standing Orders of the Charity and announced in the notice for the General Meeting.

22. Notices

Any notice or ballot form required to be served on any member of the Charity shall be in writing and shall be served by the Honorary Secretary or the Central Executive Committee on any member either personally or by sending it addressed to such member at his or her last known address, and any notice or ballot so sent shall be deemed to have been received within 10 days of despatch.

23. Alterations to the Constitution

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at, or by proxy at, a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to clause 1 (the name of charity clause), clause 3 (the object clause), clause 11 (Central Executive Committee members not to be personally interested clause) clause 24 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- 3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 4) The Central Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

24. Dissolution

If the Central Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than six weeks' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Central Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the object of the Charity as the members of the Charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

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This constitution was adopted on 26 of June 1997 by the following persons:

Signed

Name (block capitals)

Jonathan Darby

Ray McAleese

Edward James

Nick Hammond

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