

31st July 2014

Safeguarding ALT's future

We are writing to you about proposed changes to the legal structure of the Association for Learning Technology (ALT) which have the aim of strengthening the Association's ability to deliver its mission and strategic aims in the future.

As a member of ALT or the representative of a member organisation, you play an essential part in the governance of the Association. This letter outlines a resolution we, the Trustees of ALT, will put to members at this year's Annual General Meeting, taking place on Tuesday, 2nd September 2014 at the University of Warwick.

We are ahead of the formal agenda for the AGM being published to inform you of the proposed changes and to ask for your feedback. At the end of this letter, we have included details of an open invitation for all members to attend a webinar session led by Trustees, about the proposed changes as well as contact details for any enquiries.

What changes are being proposed and why?

ALT is an unincorporated registered charity (Charity number 1063519) governed by its Central Executive Committee (the Trustees) in accordance with its constitution. The change that is being proposed is for ALT to move from being an unincorporated registered charity to a charitable incorporated organisation - association model (CIO-AM) with a newly registered charity number.

The CIO-AM is a new model for charitable organisations which was not available before 2012 for organisations like ALT. It offers a number of advantages:

- Risk management: ALT would have a stronger, more flexible model which would enable Trustees to manage any future risks to ALT's operations more effectively;
- Governance: full alignment with ALT's current governance structures and constitution means we will remain a member democracy;
- Limited liability: Currently ALT Trustees are personally and severally liable for any of the Association's debts and associated liabilities. Incorporation would mean that Trustees liability is limited to the association's liabilities and therefore personal assets will not be at risk. This approach to limited liability, while long present in the business sector has only recently been developed within the charitable sector through the Charity Act 2012.

Registered Charity No: 1063519

Central Executive Committee: *Haydn Blackey, Alastair Clark, James Clay, Claire Donlan, Shirley Evans, Douglas Gowan, Diana Laurillard, Matt Lingard, Dick Moore, Vanessa Pittard, Sarah Sherman.*

ALT Ambassadors*: *Dame Wendy Hall DBE FREng FRS, Professor of Computer Science at the University of Southampton; Terry Mayes, Emeritus Professor at Glasgow Caledonian University; Bob Harrison, Toshiba's Education Adviser, member of the Board of the National Institute for Adult and Continuing Education.*

* Ambassadors provide informal advice to ALT on matters within their area of interest, and act as advocates for ALT.

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Unlike unincorporated organisations, an incorporated body, such as a charitable incorporated organisation (CIO), has a separate legal existence from its members. This means that, in its own right, it can:

- employ people;
- own property;
- enter into contracts;
- sue or be sued in the courts.

The day-to-day business of a CIO is overseen by its Trustees. CIOs are accountable to the Charity Commission and file annual accounts and annual returns with the Commission rather than Companies House.

Having examined the different options available and with appropriate legal advice, the Trustees have come to the view that significant benefits are to be gained by ALT moving to incorporated status under the CIO-AM model, while fully maintaining its democratic ethos and structures.

The proposed resolution would enable Trustees to take the first step in this process. The resolution can be accessed at <http://goo.gl/XeHKxo>.

How would this affect members?

The change in legal status would not entail any changes to ALT's current membership structure, membership fees or current rights and entitlements of members. Under the new model Members will continue to be able to take an active part in all aspects of ALT's governance.

The proposed new constitution (also available at <http://goo.gl/XeHKxo>) for ALT shows that the CIO-AM model would enable the current constitution to be incorporated into the new requirements, ensuring that the governance structure of ALT would continue to operate as it does now.

Next steps:

1. Review the proposed changes

We ask all members of ALT to review the proposed resolution and related constitution available at <http://goo.gl/XeHKxo>.

Included on the page is also a list of answers to frequently asked questions which provides further information about ALT's current constitution and governance structure, the proposed changes, and the upcoming AGM.

For all other enquiries, please go to <https://www.alt.ac.uk/contact> and select "AGM enquiry" in the subject line.

2. Attend the Trustee webinar session

Trustees of ALT are holding an open webinar session and invite all members to attend to raise any questions about the proposed changes. The webinar will take place at 12 noon 12 August. To access the webinar click on this link:

<https://sas.elluminate.com/m.inlp?sid=7565&password=M.AF91960B9C3A2F9090A0A14B386A75>

The session opens the day before so that you can check your connection.

3. Vote at the AGM

ALT's Annual General Meeting is open to all. This year the AGM takes place during ALT's annual conference on Tuesday, 2 September at 14.45 at the University of Warwick. Further details will be published together with the agenda for the AGM two weeks in advance. You have the right to vote on the proposed changes if you are an Ordinary or Certified Member or the representative of a member organisation (Organisational, Sponsoring or Partner Members) of good standing. Details of arrangement for proxy voting will also be provided.

All information will be available at <http://goo.gl/XeHKxo>.

On behalf of the Central Executive Committee

Claire Donlan - President

Diana Laurillard - Chair

Doug Gowan - Vice-Chair