

Rules

(last revised 24 Feb 2016)

Introduction

The Memorandum and 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 66 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 Memorandum and 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 Memorandum or the Articles.

1 Creation and amendment of Rules (Article 66)

Subject to the provisions of Article 66, the Board of Management will:
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;
provide to any member on request a copy of the Memorandum and Articles of Association and a copy of the Rules currently in force via the website.

2 Composition of the Board of Management (Articles 30 to 38, and 50 to 51)

Appointments to the Board of Management shall be made according to the provisions of Articles 33 to 38 inclusive, and Articles 50 to 51. At the first Annual General Meeting a Board of Management shall be elected according to the provisions of a resolution passed by the members.

The Board of Management will normally consist of 12 members but shall not exceed 16.

All members of the Board of Management will be Trustees of the charity.

The Board of Management will consist of a Junior Vice Chair, Senior Vice Chair, Chair, Immediate Past Chair and eight other members. A member elected to the post of Junior Vice Chair will serve on the Board of Management for four years, first as Junior Vice Chair, then as Senior Vice Chair, Chair and finally as Immediate Past Chair. Two members holding these offices will be appointed Directors of Naace Trading Ltd. Other members elected to serve on the Board of Management will also hold office for four years. Roles for individual members of the Board of Management will be determined by the Board of Management.

A member retiring from the Board at an Annual General Meeting as Immediate Past Chair shall not be eligible to be elected as Junior Vice Chair within one calendar year.

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. Members appointed in this manner shall serve on the Board of Management only until the next Annual General Meeting. 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)

Under the Articles, one quarter of the members of the Board of Management (or if their number is not a multiple of four the number nearest four) shall retire from office at each Annual General Meeting. The members of the Board of Management to retire shall be those who have been longest in office since their last appointment or reappointment (but as between persons who became or were last reappointed members of the Board of Management on the same day those to retire shall (unless they

otherwise agree among themselves) be determined by lot).

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.

Nominations shall be invited from any person 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.

Nominations shall be sent to the Chairman and shall state the name of the nominee and the names of the proposer and seconder both of whom must be Members. The nomination must be accompanied by a statement from the nominee confirming his/her willingness to stand for election.

Nominees shall be invited to submit a statement not exceeding 500 words outlining his/her experience, current activity and interest in the post. Nominees shall also be invited to submit a recent photograph. The Chairman shall arrange for the statements and photographs to be made available to the membership.

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. 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. 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 (normally the Immediate Past Chair of the Board of Management) to act as an independent witness.

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

4 Process for election to the position of Junior Vice Chair (Article 50)

The Junior Vice Chair shall be elected by a vote of the membership conducted by postal or online ballot annually following the Annual General Meeting.

Nominations shall be invited from any member of the Board of Management (other than the Senior Vice Chair, Chair, or Immediate Past Chair) seeking to be elected to office of Junior Vice Chair.

Members of the Board of Management 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.

Nominations shall be sent to the Chairman and shall state the name of the nominee. The nomination must be accompanied by a statement from the nominee confirming his/her willingness to stand for election.

Nominees shall be invited to submit a statement not exceeding 500 words outlining his/her experience, current activity and interest in the office. Nominees shall also be invited to submit a recent photograph. The Chairman shall arrange for the statements and photographs to be made available to the membership.

All members shall receive information about each candidate standing for the office of Junior Vice Chair by electronic communication (email attachment and posting on the Naace website) or by letter. 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. 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 (normally the Immediate Past Chair of the Board of Management) to act as an independent witness.

The result of the ballot shall be announced within one week of the count.

5 Matters relating to Membership (Articles 2 to 5)

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

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.

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 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.

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 43 to 45)

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 43 to declare an interest in the Transaction because of the identity of the proposed supplier of such goods and services (“the Connected Supplier”).

The foregoing provisions of this Rule 6 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.

The Board of Management may disregard the provisions of the first paragraph of this Rule 6 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 6.

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 43 to 45.

7 Appointment of Finance Sub-Committee (Article 52)

Membership

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

Appointment of Sub-Committee

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. In accordance with the Articles of the Association 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

Frequency of Meetings

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

The sub-committee shall have the following remit:

- To review annually the ToR of the Sub-Committee
- 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
- To make recommendations to the Board of Management on finance matters

The Board of Management is responsible for any final decision

8 Appointment of Conference Sub-Committee (Article 52)

Membership

The Sub-Committee shall consist of at least 3 members including at least one member of the Board of Management.

Appointment of Sub-Committee

The Board of Management shall at their first meeting following the Annual General Meeting (AGM) in each year, determine the members of the Conference 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. In accordance with the Articles of the Association at least 1/3 of the membership of the Sub-Committee will be renewed annually. The Board of Management from among members shall fill casual vacancies occurring in membership of the Sub-Committee.

Frequency of Meetings

The Sub-Committee shall meet not less than 3 times in each year and as many times as necessary in support of the organisation of the Association's annual strategic conference and AGM. A quorum at each meeting shall be 3 members

Functions of the Sub-Committee

To deliver the annual strategic conference and AGM in collaboration with the Events Officer and other Naace staff as appropriate including:-

- To review annually the ToR of the Sub-Committee
- Identifying a preferred date
- Identifying a preferred venue
- Setting the conference theme and programme
- Identifying and assisting to recruit speakers and facilitators to fulfil the conference theme and programme
- Determining the Annual Impact Awards programme including but not limited to categories, criteria and process
- To make recommendations to the Board of Management on matters relating to the Conference and AGM

The Board of Management is responsible for any final decision

9 Appointment of Quality Assurance Sub-Committee (Article 52)

The Board of Management shall appoint a sub-committee of no more than six members in order to perform quality assurance functions for the Association. One of these shall be a full member of the Board of Management and act as Chair to that sub-committee. The remaining members shall qualify to be appointed to sub-committee on the proviso that 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 41 – 48 and Rule 6), save that of acting as a Trustee. No member can serve on the sub-committee for more than three consecutive years, and that at least one third will be replaced each year, the year running from 1st July to 30th June. The Board may replace or remove a member of the sub-committee at any time eg. due to resignation of a member, and that their replacement shall serve the remaining period of the original appointment. The sub-committee shall meet at least three times a year (or more if necessary) face-to-face or virtually.

The sub-committee shall have the following remit:

- Be responsible for assuring the quality of Naace products and services;
- Draw up, review and update generic QA that can be applied to all services provided by Naace;
- Approve or not approve the QA 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 QA in force at the time;
- They act as the penultimate arbiter of any complaint and dispute with a product of service

provided by Naace (the ultimate being the Board), and draw up procedures to do this.