

ALTE CIO Board of Trustees

Statutes in addition to Constitution

The ALTE Board of Trustees adhere to the ALTE CIO Constitution, but this document is given in addition (under Clause 26 of the Constitution) to enable proper conduct and management of the CIO, and is deemed not to be inconsistent with any provision of the constitution. Copies of this document must be made available to any member of the CIO on request, and shall be accessed from the Members' page on the ALTE website.

Any changes to these Statutes may be passed by a majority of the Trustees at a convened meeting of the Board of Trustees, providing the nothing in any new wording contravenes the Constitution.

Purpose of ALTE Trustees

The ALTE Board of Trustees manage the affairs of ALTE CIO and for that purpose exercise all powers of the CIO. Primary functions and duties of charity trustees are shown in Clause 12.1 of the Constitution:

12.1.1 to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purpose of the CIO; and

12.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (a) any special knowledge or experience that he or she has or hold himself out as having; and
- (b) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that is reasonable to expect of a person acting in the course of that kind of business or profession.

In particular, the Board of Trustees' duties shall also include the following:

- Approval of annual accounts;
- Approval of subscription levels;
- Approval of new members and affiliates;
- Amendments to categories of members;
- Amendments to constitution (pending approval by voting members);
- Supporting the ALTE Secretariat in its activities as required

Composition of the Board of Trustees

The composition of the Board of Trustees is set out in Clause 12.3 of the constitution.

12.3.1 There must be at least six charity trustees which shall include the Secretary General of the CIO as an ex officio charity trustee. If the number falls below this

minimum, the remaining trustee or trustees may act only to call a meetings of the charity trustees, or appoint a new charity trustee.

12.3.2 The maximum number of charity trustees is ten. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

In keeping with its ambition to foster and support equality, diversity and inclusion within the organisation, ALTE will endeavour, as far as possible, to ensure that the Board of Trustees and all its committees have a gender balance.

The ALTE Secretariat shall service the Board of Trustees as appropriate.

Appointment of Charity Trustees

Appointment of Charity Trustees is set out in Clause 13 of the constitution.

13.1.1 Apart from the first charity trustees, every charity trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the members of the CIO.

In practice, an election will be held at properly convened AGMs.

Eligibility

Nominees for the elected positions as trustees, or of Secretary-General, shall be first of all fulfil the requirements of Eligibility for trusteeship as set out in Clause 12.2 of the Constitution:

12.2.1 Every charity trustee must be a natural person.

12.2.2 No one may be appointed as a charity trustee:

- (a) if he or she is under the age of 16 years; or
- (b) if he or she would automatically cease to hold office under the provisions of clause 15.1.6.

12.2.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

12.2.4 At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

In addition, ALTE Trustees will come from an institution which has been a Full Member of ALTE for at least three years, and have attended at least five ALTE meetings, or be an Individual Expert Member. Nominees shall further be expected to have expertise in one, or experience in at least three, of the following:

- test development
- test construction
- test administration
- marking/grading
- test analysis
- communication with stakeholders

ALTE Individual Expert Members may not make up more than half of the Board of Trustees.

If, during the results of an election held at an AGM, a serving Trustee stands for re-election for a new term of office but is not re-elected to serve, then the outgoing Trustee will be removed from the official list of Trustees and will not have voting rights as a Trustee, but will be invited to attend Trustee meetings, view Trustee emails and take part in all other activities pertaining to Trustee matters for a period of six months from the date of the election, in order to achieve a smooth transition to the new Board and thus ensure the efficient working of the Board for the association to fulfil its charitable objectives.

Election procedure

Right to vote

Every ALTE member organisation that is a Full Institutional Member at the opening of the election procedure (i.e. the Call for Nominations) shall have the right to elect Trustees. Each ALTE Full Institutional Member shall have one vote only, i.e. the right to vote is institutional, not personal, and is made by the voting representative, named in Clause 10 of the Full Institutional Membership agreement (or his or her successor which has been notified to the ALTE Secretariat in writing, in accordance with Clause 10 of the Full Institutional Membership agreement. Note that other forms of membership, including Individual Expert Member, do not have the right to vote.

Nominations

Nominees can nominate themselves, or be nominated by a representative of an ALTE member, or ALTE Individual Expert Member . Every candidate shall provide a short statement which shall be made available to ALTE members, detailing the experience they have and their suitability for the role.

Call for nominations

Invite nominations by email. This email shall contain:

- Prerequisites for membership (i.e. point above, 'Eligibility')
- Regulations for nominations (i.e. point above, 'Nominations')
- Stipulation of a closing date for nominations (three weeks after the Call for Nominations)
- Explanation about election procedures
- A timetable giving provisional dates for the next stages in the election process (closing date for nominations, call for votes, closing date for votes, counting of votes, communication of result)
- A reminder that only the voting representative from ALTE Full Institutional

Members can vote.

An email reminding ALTE members of the closing date for nominations shall be sent to all designated voters one week before the closing date.

The closing date should be at least 14 days before the AGM, so that the notification of election can be provided in the official legal notification of the convening of the AGM, in accordance with Clause 11.3.1 of the Constitution.

Voting

Voting shall be carried out by secret ballot at the AGM. All eligible voting representatives present at the AGM shall be given a voting slip, with the name(s) of those standing for election, in alphabetical order, and a choice to abstain. If voting representatives are not physically present at the AGM, they may send a proxy to vote on their behalf, who will be physically present at the AGM. The proxy may be another person from their institution or may be the Secretariat. The voting representative will have as many votes as is places available. The Secretariat shall conduct the election.

The Secretariat will count the votes and announce the results. The individual(s) obtaining the most votes, in accordance with the number of places available, shall be elected. In the event of 'abstain' being selected as obtaining the most votes in accordance with the number of places available, the place will remain unfulfilled and a new election must be held. In the event of a tie, the place will remain unfulfilled and a new election must be held.

Records of the received votes shall be kept on file at the Secretariat for a period of 10 years. The ALTE membership can request that they be made public to ALTE members.

Appointment of Charity Trustees not by election

Appointment of Charity Trustees not by election may only be done in accordance with Clause 13.1.2 of the Constitution:

13.1.2 The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12.3 on the number of charity trustees would not as a result be exceeded.

13.1.3 A person so appointed by the members of the CIO or appointed by the charity trustees shall retired at the conclusion of the annual general meeting next following the date of his appointment.

Chair of the Board of Trustees

The Chair of the Board of Trustees is set out in Clause 19.2 of the Constitution:

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes of the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

In practice, the Chair of ALTE's Board of Trustees will be appointed for a term of 3 years by the Trustees. The Secretary-General may not become the Chair. The individual serving as Chair may be re-appointed for subsequent 3 year terms providing he or she is still a Trustee.

If the designated Chair is not able to attend a meeting, the charity trustees present at the meeting will appoint another trustee to chair that particular meeting.

Meetings of the Board of Trustees

Rules on meetings of the Board of Trustees is set out in Clause 19 of the Constitution.

Calling Meetings

This is set out in Clause 19.1 of the Constitution

19.1.1 Any charity trustee may call a meeting of the charity trustees.

19.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

As the fulfilment of Clause 19.1.2, the Board of Trustees shall meet at least twice a year, at the time of the biannual meetings of ALTE. Further meetings may be arranged as required.

The minimum notice required (especially for any emergency meetings) is 24 hours but notice should be given as soon as possible, and every effort should be made to find the most convenient time and place to enable as many trustees to attend as possible.

Online meetings are possible in accordance with Clause 19.4 of the Constitution.

Procedure at Meetings

This is set out in Clause 19.3 of the Constitution.

19.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is six charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

19.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

19.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

Minutes of the meetings must be taken, by the ALTE Secretariat and approved by the Trustees, in accordance with Clause 24.1.3 of the Constitution, including the names of the trustees present at the meeting, the decisions made at the meeting and where appropriate the reasons for the decisions.

Trustees shall attend all committee meetings. If a trustee is unable to attend a meeting, the trustee shall notify the Secretariat of this as soon as possible. If the trustee has been, or will be, absent for all meetings within a period of 12 months, the other trustees can resolve that his or her office be vacated in accordance with Clause 15.1.2 of the Constitution. The place shall then be forfeited and a by-election shall be called. In the by-election it shall be possible for another representative of the same ALTE member organisation as the departing member to stand for office.

Making a decision by email

In the time between meetings, decisions can be taken by email when one of the following conditions is met:

- a) The issue has already been discussed at a Trustees' meeting which was not quorate. The members present at the meeting have taken a provisional decision which is communicated to all trustees in the minutes. In the email accompanying the minutes, the decision that is to be voted on shall be quoted verbatim.
- b) The issue relates to an application for ALTE Membership; or to an issue that requires approval from the committee but does not require discussion.

In order to come to a valid decision, the following procedure shall be adhered to:

An issue can be put up for decision by any trustee or by the Secretariat. The trustee shall write a text which formulates the motion, or the Secretariat shall communicate the text of the provisional decision. This text cannot be changed while the decision process is in progress. The motion shall be formulated in a way that shall allow a vote of either "approved" or "not approved". In the case of a member formulating the motion, the text of the motion shall be passed to the Secretariat. The Secretariat shall forward the text to all trustees in an email. The email shall contain information on who is bringing forward the motion, who the motion has been sent to (the addressees of the email), the exact text of the motion and a deadline for decision (at least five working days from the day of sending the email), and a reminder that only "approved", "not approved", or "abstention" votes shall be counted. One day before the deadline, the Secretariat shall send a reminder to those members who have not responded. When the deadline is over, the Secretariat shall send an email to all members stating the final decision.

The same rules that apply to meetings shall be applied to email ballots, i.e.: the minimum number of members to respond (the quorum) shall be **six**. If fewer than six members respond, no decision shall be taken. Proposals shall be decided by simple majority of the members of the committee who respond. Abstentions shall not be considered in the calculation of a majority.

