

Rules

The British Educational Suppliers Association

1. Directorships

- 1.1. Any director, senior employee or partner in any business which is authorised under the Articles of the Association (and being a Member of the Association) may be appointed a director and whose name shall be published at the time of nomination for election and shall be included in the appropriate form under Article 15.4. Such appointment shall be for up to three three year terms unless such director shall die or cease to hold office or be employed by a partner in a Member Company or become unable regularly to attend meetings in which case the office shall be vacated and the vacancy so created may be filled pursuant to the provisions of Article 15. After having served three three-year terms, an individual is only eligible to stand again in an election after a two-year period of not being a director. Provided that if the director leaves a Member Company and becomes a director, senior employee or partner of another Member Company before the next Council meeting, then they will be permitted to remain on the Council for the balance of their three-year term.
- 1.2. The Council may from time to time and at any time appoint any director, senior employee or partner in a Member as a director, either to fill a casual vacancy or as an addition to the Council, provided that the prescribed maximum (20) is not thereby exceeded. Any director so appointed shall retain his office only until the next Annual General Meeting, but they shall then be eligible for re-election.
- 1.3. No person who is not a director, senior employee or partner in a Member shall in any circumstances be eligible to hold office as a member of the Council.
- 1.4. Only one person per Member company, including its subsidiaries, can hold office as a member of the Council at any one point in time.
- 1.5. To avoid potential conflicts of interest, no director, senior employee of or partner in any Member shall be appointed to the Council if they are contracted to or intend to provide services to the Association.

2. Other officers

- 2.1. The Council may appoint:

- 2.1.1. a Treasurer;
- 2.1.2. a Chair;
- 2.1.3. such other officers as they see fit;

each of whose duties shall be determined by the Council but the Treasurer, if appointed, shall be a member of the Finance and Resources Committee.

3. Rotation of Members of the Executive Council

- 3.1. At each Annual General Meeting, the intention is that one half of the elected members of the Council for the time being, or if their number is not a multiple of two then the lower of the number nearest to one half, shall retire from office at each Annual General Meeting. The further intention is that this will be achieved by appointing Members of

the Council for only three year terms and appointments will be made with this aim in mind. This does not apply to Chairs of Special Interest Groups, which are elected annually.

- 3.2. The directors shall be nominated from amongst the Members and such nominations shall be sent on an appropriate form and the relevant form be sent by the Director General to all Members not less than six weeks prior to each Annual General Meeting. The nomination forms duly completed must be received by the Director General not less than three weeks prior to the Annual General Meeting. No director shall be nominated without his consent in writing.

4. **Proxies**

- 4.1. The election of directors shall be conducted by means of a ballot, conducted online prior to the Annual General Meeting on voting papers circulated by the Director General.
- 4.2. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council or any Special Interest Group who are entitled to receive notice of a meeting of the Council or of such committee or Special Interest Group shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee or Special Interest Group duly convened and constituted.
- 4.3. In the event of a tie for a position on Council, the Director General will decide the outcome.
- 4.4. A proxy must be a Member.
- 4.5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or under the hand of some officer duly authorised in that behalf.
- 4.6. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

THE BRITISH EDUCATIONAL SUPPLIERS ASSOCIATION

I, _____ of _____
a member of the above-named Association, hereby appoint _____
of _____ and _____
failing him _____ of _____ to vote
for me and on my behalf at the Annual or Extraordinary or Adjourned, as the case may
be, General Meeting of the Association to be held on the _____ day of _____ and _____ at
every adjournment thereof.

Signed this _____ day of _____ 20_____

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

5. **Powers and responsibilities of the Executive Council**

The business of the Association shall be managed by the Council who may authorise payment of such expenses of, and preliminary and incidental to, the promotion, operation and registration of the Association as they think fit, and may exercise all such

powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or otherwise required to be exercised or done by the Association in General Meeting.

6. **Responsibilities of the Executive Council**

The responsibilities of the Council are:

- 6.1. Furthering BESA's overall purpose, setting BESA's strategic vision and direction including:
 - 6.1.1. exercising sign off and oversight of strategy and delivery plans and monitoring its ongoing delivery progress;
 - 6.1.2. ensuring the work of the BESA is effective, responsible and legal – including but not limited to the use of policies and procedures and systems for monitoring and evaluating BESA's work;
 - 6.1.3. holding the Secretariat to account and being 'accountable' to those with an interest or stake in BESA – including but not limited to signing off annual reports and accounts and consulting with BESA members;
 - 6.1.4. being clear about who carries out work on behalf of the BESA – Executive Council, staff, volunteers – and respecting boundaries between the governance role of the Executive Council and operational or day to day matters;
 - 6.1.5. ensuring the Executive Council operates effectively – including but not limited to ensuring it receives the right reports and advice, by planning the recruitment and induction of new Council members, providing Council members with support and training or carrying out reviews of the Executive Council's effectiveness.

7. **Role of an Executive Council Member**

The role of a Member of the Council is:

- 7.1. to ensure that the Association complies with its articles of association, company law and any other relevant legislation or regulations;
- 7.2. to ensure that the Association pursues its objects as defined in its Articles;
- 7.3. to ensure that the Association uses its resources exclusively in pursuance of its objects: the organisation must not spend money on activities which are not included in its objects, no matter how worthwhile or charitable those activities are;
- 7.4. to contribute actively to the Executive Council's role in giving firm strategic direction to the organisation, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets;
- 7.5. to safeguard the good name and values of the Association;
- 7.6. to ensure the effective and efficient administration of the Association; and
- 7.7. to appoint the Director General.

8. Committees

The Council may establish temporary and permanent committees and delegate functions to them.

8.1. The Finance and Resources Committee

8.1.1. The Finance and Resources Committee shall have delegated responsibility from Executive Council. It shall be made up of five members drawn from the Executive Council. The five Finance and Resources Committee positions are the Chairman, Vice-Chairman, Treasurer and two members of Management Committee. The post-holders are elected on an annual basis by the Executive Council following the annual Executive Council elections at the Association's Annual General Meeting each year, and after the Special Interest Group Chairs have been appointed.

8.1.2. The maximum term on the Finance and Resources Committee is four consecutive years. Once the maximum term has been served, two years must pass before a Director becomes eligible to sit on the committee again.

8.2. The Finance and Resources Committee is responsible for:

8.2.1. ensuring the financial stability of the Association, monitoring financial systems, commercial contracts, income and expenditure and ensuring the Association is financially sustainable or viable;

8.2.2. protecting and maintaining oversight of resources and property and ensuring they are used to further the Association's aims and purposes;

8.2.3. maintaining oversight of the Association's staffing and human resources policies and issues and monitoring performance effectiveness processes for the Association's secretariat and monitor the performance of Director General.

8.3. Special Interest Groups

8.3.1. The Association's Special Interest Groups exist for defined sub-sections of its members to meet on a regular basis to discuss market conditions, areas of common interest, to gain market intelligence and discuss how the Association can best serve members interests in this area.

8.3.2. The number and area of focus of the Special Interest Groups are determined by Executive Council. The number of Special Interest Groups is currently limited to six.

8.3.3. The ethos of the groups is to be open and inclusive. Any director, senior employee of or partner in any current Member, associate member or Launchpad Subscriber can apply to join a Special Interest Group. Appointment may be rejected by a majority of attendees at a meeting of the relevant Special Interest Group provided that, in the case of a tie, the Chair shall determine whether such person shall be appointed.

8.3.4. The regularity of meetings of Special Interest Groups are determined by the group. Meetings will be administered by the Association secretariat, at least one member of whom must be in attendance during each group meeting.

- 8.3.5. Formal minutes of each Special Interest Group meeting will be taken, and circulated to the Executive Council prior to its meeting next following the meeting of the relevant Special Interest Group for review. Any decisions relating to actions needed to be taken by the Association at a Special Interest Group are subject to ratification by the Executive Council.
- 8.3.6. Each Special Interest Group shall have a Chair and a Vice Chair, who are elected annually via an online poll, administered by the Association secretariat provided that in the case of a tie the Director General shall determine whether such person shall be appointed.
- 8.3.7. Only directors, senior employees of and partners in Member Companies, (and not associate Members or Launchpad Subscribers) are eligible to stand as the Chair of a Special Interest Group.
- 8.3.8. Should a Chair be from a member company, or one of its subsidiaries, that already has a position on Executive Council, the Vice Chair will attend Executive Council meetings in their place.
- 8.3.9. All those admitted into a Special Interest Group are eligible to cast a single vote on any matter.
- 8.3.10. The maximum term an individual can serve as Chair or Vice Chair is four consecutive years. Once the maximum term has been served, two years must pass before the individual becomes eligible again.
- 8.3.11. The Special Interest Group elections for Chair and Vice Chair shall take place in the week following the Annual General Meeting. The Chair of each Special Interest Group will join the Association's Executive Council and are intended (subject to the Articles) to become directors for the duration of their tenure as Chair with full voting rights, and the ability to stand as a Member of the Finance and Resources Committee.
- 8.3.12. The Chair of each Special Interest Group will have responsibility for the selection of topics, and arrangement of speakers for the Special Interest Groups. The Association's secretariat will provide administrative support, as required, and will be responsible for being custodians of any available budget for the group.

9. **Powers and Records**

- 9.1. The Director General shall cause proper minutes to be made of all appointments made by the Council committees and Special Interest Groups and of the proceedings of all meetings, and all business transacted at such meetings, and the minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.