

AMOSSHE Articles of Association

No.

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY

GUARANTEE AND NOT HAVING

A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE ASSOCIATION OF MANAGERS OF STUDENT SERVICES IN HIGHER EDUCATION

(known as AMOSSHE)

INTERPRETATION

1.1 In these Articles:-

"the Association" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means the Articles of Association of AMOSSHE from time to time in force;

"the Board" means the Executive Committee;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Directors" means the Executive Committee;

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of AMOSSHE from time to time in force;

"Office" means the registered office of AMOSSHE;

"the United Kingdom" means Great Britain and Northern Ireland.

1.2 Unless the context otherwise requires, words importing:- the singular only shall include the plural number and vice versa; persons shall include corporations.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

MEMBERSHIP

2.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the Articles shall be members of AMOSSHE.

2.2 The Directors shall have full power and discretion to determine whether membership of AMOSSHE shall be granted to any applicant and shall not be required to give any reasons for their decision. The Directors may admit applicants to different classes of membership and may give different rights and apply different rates of subscription to different members.

2.3 Any eligible UK Higher Education Institution (HEI) may apply for Institutional Membership. An eligible HEI is an institution which delivers primarily higher education level teaching and the majority of whose student population is in higher education. Institutional Membership confers full voting rights.

2.4 The Directors may also admit other organisations, including organisations which do not meet eligibility criteria contained in Article 2.3 above and organisations from abroad, as Professional Affiliate or International Members. The Directors may also admit persons whom they consider fit as Honorary Members.

2.5 Every Institutional Member has the right to appoint one lead member and a number of additional named members (in accordance with the Rules of Association) to receive notices and attend and speak at meetings of AMOSSHE but only the lead member has the right to vote and to appoint a proxy to vote and generally to exercise all the membership rights of his or her appointer.

2.6 Honorary, Professional Affiliate and International Members are entitled to receive notices and attend meetings but have no votes.

TERMINATION OF MEMBERSHIP

3.1 Any Member may resign their membership by giving written notice to the National Office.

3.2 The Directors may terminate the membership of any Member if it is in arrears with the payment of monies due for six months or more. The Directors may terminate the membership of any Member if, after due deliberation and consultation, it is considered to be in the best interests of AMOSSHE.

3.3 The Directors may reclassify the membership of an Institutional Member which ceases to fulfil the eligibility criteria contained in Article 2.3 above.

3.4 Any institution or organisation shall remain liable for any monies due to AMOSSHE at the time when it ceases to be a Member.

GENERAL MEETINGS

4. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5. The Directors may call general meetings and, at the request of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the request. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the articles and to any restrictions imposed on any class of membership, the notice shall be given to all the members and to the Directors.

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present. 25 lead members or their proxies entitled to vote upon the business to be transacted shall be a quorum.

9. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Directors may determine.

10. The Chair of the Board of Directors or in his/her absence some other Director nominated by the Directors shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, he/she shall be Chair.

11. If no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chair.

12. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

(a) by the Chair; or

(b) by at least two members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member.

14. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

15. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

16. A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.

18. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll

is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

20. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he/she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

21. Subject to Article 17 and to any rights or restrictions attached to any class of membership every member shall have one vote. Votes may be cast personally or by proxy or by postal ballot.

22. No member may vote at any general meeting nor by ballot unless all monies presently payable by him/her to AMOSSHE have been paid.

23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

24. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in any form which is usual or which the Directors may approve and, if the Directors approve, may be delivered by fax, e-mail or other method of communication approved by the Directors.

25. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:-

(a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

or

(a) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-

(i) in the notice convening the meeting; or

(ii) in any instrument of proxy sent out in relation to the meeting; or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued in relation to the meeting be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to

the Chair or to any Director; and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

26. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

27. Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum but shall be not less than two.

POWERS OF DIRECTORS

28. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of AMOSSHE shall be managed by the Directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

29. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

30. The Directors may delegate any of their powers to any committee consisting of one or more Directors, or to staff of the National Office. They may also delegate to any Director holding executive office such of their powers as they consider desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the conduct of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

31. Directors shall be appointed and shall retire in accordance with Rules made in general meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

32. The office of a Director will normally be vacated if:-

- (a) they cease to be employed by an organisation with AMOSSHE membership for a period of more than three months, or if their employing institution ceases to be an AMOSSHE member; or
- (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (c) he/she is, or may be, suffering from mental disorder and either:-

- (i) he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
- (d) he/she resigns his/her office by notice to the company; or
- (e) he/she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his/her office be vacated.

DIRECTORS' REMUNERATION

33. The Directors shall not be entitled to any remuneration in respect of their appointments as Directors.

DIRECTORS' EXPENSES

34. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or executive committee or general meetings of members or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

35. Subject to the provisions of the Act the Directors may appoint one or more of their number to any executive office. Subject to Article 33 above, any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to an executive office shall terminate if he/she ceases to be a Director.

36. Subject to the provisions of the Act, and provided that he/she has disclosed to the Directors the nature and extent of any material interest of his/hers, a Director notwithstanding his/her office:-

36.1.1 may be a party to, or otherwise interested in any transaction or arrangement with AMOSSHE or in which AMOSSHE is otherwise interested;

36.1.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by AMOSSHE or in which AMOSSHE is otherwise interested; and

36.1.3 shall not, by reason of his/her office, be accountable to AMOSSHE for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

36.2 For the purposes of this article:-

36.2.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

36.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers.

36.3 Subject to the provisions of Section 317 of the Act, a Director may vote on any contract or arrangement in which he/she is interested and on any matter arising therefrom and if he/she shall so vote his/her vote shall be counted and he/she shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

MEETINGS OF THE BOARD

37. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Unless otherwise restricted by the Articles, all or any of the Directors or members of a committee of the Directors may participate in and vote at a meeting of the Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by each other and such participation shall constitute presence in person at the meeting.

38. A Director may, or the staff of the National Office at the request of a Director, shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

39. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be five.

40. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as a quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

41. The Chair of AMOSSHE, duly elected by the membership and in accordance with the Rules, shall also be the Chair of the Board of Directors and preside at every meeting of Directors at which he/she is present. But if there is no Director currently holding that office or the Chair is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.

42. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

43. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

MINUTES

44. The Directors shall cause minutes to be made:-

- (a) of all appointments of officers made by the Directors; and
- (b) of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

NOTICES

45. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

46. AMOSSHE may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him/her or an address to which notices may be sent using electronic communications shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

47. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

48. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

49. Subject to the provisions of the Acts but without prejudice to any indemnity to which he/she may otherwise be entitled, every Director of AMOSSHE shall be indemnified out of the assets of AMOSSHE against all costs, charges, expenses, losses, damages and liabilities incurred by him/her in or about the execution of his/her duties or the exercise of his/her powers or otherwise in relation thereto including (without prejudice to the generality of the foregoing) any liability incurred by him/her in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as an officer or employee of AMOSSHE in which judgment is given in his/her favour or in which he/she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his/her part or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of AMOSSHE.

RULES

50. 1. Rules governing the election of Directors, and specifically the Chair, shall be made and varied by Ordinary Resolution of the members, or by such other method as may be determined by the members from time to time, and may include a requirement for Directors/Officers to retire by rotation, procedures and other matters relating to the

conduct of ballots and the nomination of persons proposed for election as Directors/Officers and all related matters.

50.2 Subject to these Articles, the Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of AMOSSHE and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-

50.2.1 the admission and classification of members (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

50.2.2 the conduct of the members of AMOSSHE in relation to one another and to AMOSSHE's servants;

50.2.3 the setting aside of the whole or any part or parts of AMOSSHE's premises at any particular time or times for any particular purpose or purposes;

50.2.4 the procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the articles;

50.2.5 the procedure to be followed should there be an intention to wind up the Company; and

50.2.6 generally, all such matters as are commonly the subject matter of company rules.

50.3 AMOSSHE in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members all such rules or bye laws, which shall be binding on all members provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.