

AMOSSHE articles of association

Company registration number 4778650

Companies Acts 1985, 1989 and 2006

Company limited by guarantee and not having a share capital

Articles of association of AMOSSHE, The Student Services Organisation Ltd (known as AMOSSHE, The Student Services Organisation)



Interpretation

1.1 In these Articles:

- a) "Association" means the company intended to be regulated by the Articles;
- b) "Act" means the Companies Acts (as defined in s.2 Companies Act 2006) insofar as they apply to the Association;
- c) "Articles" means the articles of association of the Association from time to time in force;
- d) "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;
- e) "Directors" means the members of the Executive Committee who are company directors;
- f) "Executed" includes any mode of execution;
- g) "Executive Committee" means the board of Directors of the Association;
- h) "Rules of Association" means the rules of association of the Association from time to time in force;
- i) "United Kingdom" or "UK" means Great Britain and Northern Ireland;
- j) "HEP" means a higher education provider organisation;
- k) "HEP member" means a registered member of the Association that is a an eligible UK HEP, i.e. an institution that delivers higher education level teaching;
- l) "member" means a registered member of the Association;
- m) "vote" means a vote on a resolution during a meeting of members, which is decided by a show of hands or other means of live voting by those present at the meeting;
- n) "poll" means a vote on a resolution by members, by means of a ballot, survey or similar
- o) "National Office" means the registered location for all official correspondence of AMOSSHE, in which AMOSSHE staff members are based.

1.2 Unless the context otherwise requires, words importing the singular only shall include the plural number and vice versa; persons shall include corporations, partnerships and other incorporated or unincorporated bodies.

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.

Name and Objects

2.1 The name of the Association is AMOSSHE, The Student Services Organisation [Ltd].

2.2 The registered office of the Association will be in England and Wales.

2.3 [The objects of the Association (the "Objects") are:]

The Association exists to foster professional expertise across all areas of the student experience and services that support students in higher education. All organisations and individuals associated with membership of the Association should be engaged in some aspects of the Student Services profession, either currently or as the main focus of their previous career.

Powers

2.1 The Association has the following powers, which may be used only to promote the Objects:

General activities

- a) to invite and receive grants or other contributions and raise funds in any way, including by carrying out a trade, without prejudice to the Association having the right to refuse as it sees fit any gift or contribution;
- b) to enter into contracts;
- c) to provide grants, awards or materials in kind and to provide or procure the provision of services, education, training, consultancy, advice or support;
- d) to promote or undertake study or research and disseminate the useful results of such research;
- e) to produce, print and publish anything in or on any media;
- f) to promote and advertise the Association's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government or statutory authorities or other public bodies by undertaking campaigning;
- g) to incorporate subsidiary companies to carry on any trade;
- h) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- i) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- j) to insure any risks arising from the Association's activities;
- k) to purchase indemnity insurance for the Directors;
- l) to support, undertake and administer any charitable or other trust;
- m) to give or receive guarantees or indemnities;

Staff, agents and advisers

- n) to employ and pay any employees and other staff, consultants, agents and advisers;
- o) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

Acquisition, management and disposal of property and assets

- p) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- q) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
- r) to borrow money and to charge the whole or any part of the property belonging to the Association;
- s) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

Investments

- t) to invest and deal with the funds of the Association not immediately required for its operations in any investments, securities or properties;
- u) to arrange for investments and other property of the Association to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required;

Banking

- v) to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods; and

Other powers

- w) to do anything else within the law which promotes or helps to promote the Objects.

Membership

3.1 The subscribers to the memorandum when the Association was formed and such other persons admitted to membership in accordance with the Articles and Rules of Association are the members.

3.2 The Directors shall have full power and discretion to determine whether membership of the Association 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 recognise one or more classes of associate members (who are not company members for the purposes of the Act) and may give different rights and apply different rates of subscription to different members. All members must pay the subscriptions (if any) that the Directors determine from time to time.

3.3 Any eligible UK HEP may apply for institutional membership. An eligible HEP is an institution that delivers higher education level teaching. UK HEP members are the company members for the purposes of the Act and have full voting rights.

3.4 The Directors may admit other organisations and individuals, including organisations that do not meet eligibility criteria contained in Article 3.3 above, and organisations and individuals from abroad, as professional affiliate or international members. The Directors may also admit persons whom they consider fit as honorary members. [These classes of members are associate members and are not company members for the purposes of the Act.]

3.5 Every UK HEP member has the right to appoint one individual as lead representative to receive notices and attend, speak and vote (and appoint a proxy to vote) at general meetings of the Association on behalf of the HEP member. HEP members may (in accordance with the Rules of Association) appoint additional named representatives to receive notices and attend and speak at meetings of the Association on behalf of the HEP member, but such additional representatives do not have the right to vote (or appoint a proxy to vote).

3.6 Members who are not UK HEP members are entitled to receive notices and attend meetings but not to vote.

Termination of membership

4.1 Any member may resign their membership by giving written notice to the National Office.

4.2 The Directors may terminate the membership of any member if:

- a) the member is in arrears with the payment of monies due for three months or more; or
- b) after due deliberation and consultation, the Directors consider it to be in the best interests of the Association.

4.3 The Directors may re-classify the membership of a member that ceases to fulfil the eligibility criteria contained in Article 3.3 above, or as determined by the Directors.

3.4 Any previous member shall remain liable for any monies due to the Association at the time when they cease to be a member.

General meetings

5.1 The Directors may call general meetings and, at the request of UK HEP members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting following receipt a valid request. The Directors must give notice of the meeting within 21 days of receiving a valid request under the Act and the meeting must be held no later than 28 days after the date of the notice. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member with voting rights may call a general meeting.

5.2 The Association need not but may hold an annual general meeting in addition to any other general meeting in every calendar year. If held, the annual general meeting must be specified as such in the notices calling it.

Notice of general meetings

6.1 All general meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place (unless it is a virtual meeting) of the meeting and the general nature of the business to be transacted. 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 and to the Association's auditors.

6.2 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

7.1 No business shall be transacted at any meeting unless a quorum is present. 25 UK HEP members or their proxies entitled to vote upon the business to be transacted at the meeting shall be a quorum. If a virtual general meeting is held or members are given the option to access a general meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and (in the case of HEP members) have the ability to vote on any resolutions at the meeting.

7.2 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 (or in the case of a virtual meeting, electronic platform) as the Directors may determine.

7.3 The chair of the Executive Committee (or in their absence some other Director nominated by the Directors) shall preside as chair of the meeting, but if neither are 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, they shall be chair.

7.4 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.

7.5 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 (or in the case of a virtual meeting, make new electronic arrangements), but no business shall be transacted at an adjourned meeting other than business that 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 (or in the case of a virtual meeting, electronic platform) 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.

7.6 A resolution put to the vote of a meeting shall be decided on a show of hands or other means of live voting, unless:

- a) before, or on the declaration of the result of the show of hands, a poll is duly demanded, and subject to the provisions of the Act, a poll may be demanded:
 - 1) by the chair of the meeting, or
 - 2) 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; or
- b) the meeting is a virtual or hybrid meeting, in which case Article 6A.5 shall apply.

7.7 Unless a poll is duly demanded (or in the case of a virtual or hybrid meeting, held), a declaration by the chair of the meeting 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.

7.8 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.

7.9 A poll shall be taken as the chair directs and they may appoint scrutineers (who need not be members) and fix a time and place (or electronic platform) 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.

7.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

7.11 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 (or electronic platform) 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.

7.12 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 (or electronic platform) at which the poll is to be taken.

7.13 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, HEP members may pass a written resolution without a meeting being held, provided that:

- a) it is in writing;
- b) a copy of the proposed resolution has been sent to every eligible HEP member;
- c) in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Executed by at least 75 per cent. of HEP members (or their duly authorised representatives);
- d) in the case of an ordinary resolution it must be Executed by a majority of HEP members (or their duly authorised representatives); and
- e) it is contained in a document which has been received at the National Office within the period of 28 days beginning with the circulation date.

7.14 A written resolution may consist of two or more documents in identical form Executed by HEP members and is passed when the required majority of eligible HEP members have signified their agreement to it.

Virtual and Hybrid General Meetings

8.1 The Directors may decide to hold a general meeting either as a physical meeting, a virtual meeting (electronic only meeting) or a combination of a physical and virtual meeting (a hybrid meeting).

8.2 Where electronic access to a general meeting is permitted:

- a) the access must be via suitable electronic means agreed by the Executive Committee; and
- b) members accessing the meeting electronically must be able to hear the chair of the meeting speak and (in the case of HEP members) have the ability to vote on any resolutions at the meeting, in order to form part of the quorum.

8.3 Where a virtual general meeting is to be called the Association shall not be required to specify in the notice of the meeting the place of the meeting, but it must provide sufficient information to allow members to access the meeting.

8.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Executive Committee decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the virtual or hybrid meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Executive Committee decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Executive Committee may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.

8.5 All resolutions put to a vote at a virtual or hybrid general meeting shall be voted on by a poll. Such poll votes may be cast by such means as the Executive Committee in its sole discretion deems appropriate for the purposes of the meeting.

8.6 All other provisions set out in these Articles in respect of the calling and holding of general meetings, including but not limited to quorum, proxy voting, chairing of the meeting and the procedures to be followed, shall still apply save as amended by this Article 8.

8.7 If a member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the virtual or hybrid meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Executive Committee shall determine the new date for the meeting to continue.

8.8 The Executive Committee may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any virtual or hybrid general meeting and the security of any electronic voting or communications which is proportionate to those objectives. In this respect the Executive Committee is able to authorise any voting application, system or facility for virtual or hybrid meetings as it sees fit.

8.9 The Executive Committee may take reasonable measures and may make such regulations as it deems necessary, relating to the holding of virtual and hybrid general meetings from time to time. Such regulations may include, but are not limited to, provisions relating to etiquette and communication in meetings and voting in meetings.

Votes of members

9.1 Subject to Article 7.10 and to any rights or restrictions attached to any class of membership, every eligible member shall have one vote. Votes may be cast personally or by proxy or by postal ballot.

9.2 No member may vote at any general meeting nor by ballot unless all monies presently payable by them to the Association have been paid.

9.3 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 that is not disallowed at the

meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

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

9.5 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 place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the Association 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
- b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - 1) in the notice convening the meeting; or
 - 2) in any instrument of proxy sent out in relation to the meeting; or
 - 3) 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;

- c) 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
- d) 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 of the meeting or to any Director;

and an appointment of proxy that 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.

9.6 A nominated proxy vote or poll is valid even if the party who nominates the proxy changes their mind. However, if the nominating party gives notice that they no longer require a proxy vote before the meeting or poll begins, then the proxy vote is invalid.

Number of Directors

10.1 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

11.1 Subject to the provisions of the Act, the Rules of Association and the Articles, and to any directions given by special resolution, the business of the Association shall be managed by the

Directors, who may exercise all the powers of the Association. No alteration of the Rules of Association 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 (as specified in Article 18.4) may exercise all powers exercisable by the Directors.

Delegation of Directors' powers

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

12.2 The Directors may delegate any of their powers to any committee consisting of one or more Directors, or to staff of the National Office. 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. Any such committee or person to which a Director delegates powers shall be governed by the Articles regulating the conduct of Directors so far as they are capable of applying.

Appointment and retirement of Directors

13.1 Directors shall be appointed and shall retire in accordance with the Rules of Association.

Disqualification and removal of Directors

14.1 The office of a Director will be vacated if the Director:

- a) ceases to be employed by an organisation with Association membership for a period of more than three months, or their employing organisation ceases to be an Association member; or
- b) becomes bankrupt or makes any arrangement or composition with their creditors generally; or
- c) is considered by the Executive Committee to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and a majority of the other Directors resolve that their office be vacated; or
- d) resigns their office by notice to the Association; or
- e) is absent without permission from two consecutive meetings of the Executive Committee and it is resolved by a majority of the other Directors to remove them; or
- f) is considered by a majority of the other Directors to have failed to uphold the principles as laid out in Executive Roles and Values document located in the governance section of the Association website www.amoshe.org.uk/governance.

Directors' remuneration

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

15.2 Subject to Article 15.1, the Directors shall be entitled to reasonable and proper payment in return for any goods or services provided by them to the Association, and to any other payment the Executive Committee resolves is reasonable, proper and in the best interests of the Association.

Directors' expenses

16.1 The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at Association meetings, including Executive Committee meetings, committee meetings and general meetings, or otherwise in connection with the discharge of their duties in relation to the Association.

Directors' appointments and interests

17.1 Subject to the provisions of the Act, the Directors may appoint one or more of their number to any Chair or Vice Chair roles. Subject to Article 15.1 above, any such appointment may be made upon such terms as the Directors determine. Any appointment of a Director to a Chair or Vice Chair roles shall terminate if they cease to be a Director.

17.2 Subject to the provisions of the Act, and provided that they have disclosed to the Directors the nature and extent of any material interest of theirs, a Director notwithstanding their office:

- a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;
- b) 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 corporate promoted by the Association or in which the Association is otherwise interested; and
- c) shall not, by reason of their office, be accountable to the Association for any benefit that they derive 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 voided on the ground of any such interest or benefit.

17.3 For the purposes of this Article 17:

- a) 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
- b) an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.

17.4 Subject to the provisions of the Act, a Director may vote on any contract or arrangement in which they are interested, and on any matter arising therefrom, and if they shall so vote, their vote shall be counted and they shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

Meetings of the Executive Committee

18.1 Subject to the provisions of the Act and Articles, the Directors may regulate their proceedings as they think fit.

18.2 A Executive Committee meetings (and meetings of Director committees) may be held in person, by telephone, or by suitable electronic means agreed by the Executive Committee (or committee) in which all participants may communicate with all other participants.

18.3 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.

18.4 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.

18.5 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.

18.6 The Directors (or a sole 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 Directors (or Director) may act only for the purpose of filling vacancies or calling a general meeting.

18.7 The Chair of the Association, duly elected by the membership and in accordance with the Rules of Association, shall also be the Chair of the Executive Committee and preside at every meeting of Directors at which they are 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.

18.8 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.

18.9 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

19.1 The Directors shall cause minutes to be made:

- a) of all appointments of chairs 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

20.1 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.

20.2 the Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their 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 Association by the member. A member whose registered address is not within the United

Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Association. In this regulation “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

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

20.4 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 have been 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

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

Rules

22.1 Rules governing the election of Directors, and specifically the Chair, shall be made and varied by resolution of the HEP members, or by such other method as may be determined by the HEP members from time to time, and may include a requirement for Directors to retire by rotation, procedures and other matters relating to the conduct of ballots and the nomination of persons proposed for election as Directors and all related matters.

22.2 Subject to these Articles, the Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association, 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 bylaws regulate:

- a) the conduct of the members of the Association in relation to one another and to National Office staff;
- b) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times for any particular purpose or purposes;
- c) 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;
- d) the procedure to be followed should there be an intention to wind up the Association; and
- e) generally, all such matters as are commonly the subject matter of Association rules.

22.3 the Association in general meetings shall have the power to alter, add to or repeal the rules or bylaws, and the Directors shall adopt such means as they think sufficient to bring to the notice of members all such rules or bylaws, which shall be binding on all members provided that no rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Rules of Association or the Articles.

Limited liability and guarantee

23.1 Each Member undertakes to pay £1 in the event of the Association being wound up or dissolved while they are a Member or within one year after ceasing to be a Member, towards:-

- a) payment of the debts and liabilities of the Association incurred before they ceased to be a Member;
- b) payment of the costs, charges and expenses of winding up; and
- c) adjustment of the rights of the contributories among themselves.

23.2 The liability of the Member is limited to £1.

Use of Property and Funds

24.1 The income and property of the Association shall be applied solely towards the promotion of the Objects. No portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any member. Subject to Article 15.1, this shall not prevent reasonable and proper remuneration and/or payments to any employee, officer or Director.

Winding Up

25.1 If the Association is wound-up or dissolved and there remains any assets after all debts and liabilities have been satisfied, the assets shall not be paid or distributed among the members but shall be transferred to one or more other bodies having objects that are the same as, or similar to, the Objects, such body or bodies to be chosen by the HEP members.