

AMOSSHE Executive meeting

15 January 2021 | Zoom video conference

Minutes

Attendees:

Anji Gardiner (AG)	Anya Knight (AK)	Benjamin Parsons (BP)	Claire Slater (CS)
Chris Warrington (CW)	Fay Sherrington (FS)	Helen McNeely (HM)	Jayne Aldridge (JA)
John Bloomfield (JB)	Jill Stevenson (JS)	Kelsey Coward (KC)	Lesley O’Keeffe (LO)
Nic Streatfield (NS)	Rotimi Akinsete (RA)	Simon Lee (SL)	

Apologies: Hiba tul Habib (HH)

Item no.	Title	Timing: 11:00 - 11:15 (15 mins)	Presented by	Paper
1	Standing item: Reserved business and AOB check None		Jayne Aldridge	

Item no.	Title	Timing: 11:15 - 11:30 (15 mins)	Presented by	Paper
2	Standing item: Minutes and matters arising		John Bloomfield	20-21-08

The Executive agreed the minutes of the last meeting were true and accurate with no corrections.

Outstanding and ongoing actions:

- Action no. 4 is still ongoing
- Action no. 14 is also ongoing – to reassign action from JB to BP.

All other outstanding actions from the last Executive meeting have now either been actioned and marked as complete or scheduled on this agenda.

ACTION: BP assigned to action no. 14, to get in touch with the NASPA team to delay the upcoming exchange. JA agreed to be back up if needed.

Item no.	Title	Timing: 11:30 - 11:45 (15 mins)	Presented by	Paper
3	Standing item: External updates discussion		Helen McNeely	-
<p>HM (Vice Chair Operations) presented the external updates discussion, reminding colleagues that this standing agenda item continues to facilitate honest discussions at the start of each meeting, for colleagues to disclose and share best practice. As a part of this initiative, the Executive were tasked with completing an External Updates document prior to the meeting, including anything that has happened in the wider environment recently that they feel will impact AMOSSHE members or the work of AMOSSHE that we might need to consider or respond to.</p> <p>The Executive discussed various updates for consideration, including: surges in reported COVID-19 cases at universities, the Scottish Government launching a sector wide declaration against racism alongside introducing a hate crime bill to the Scottish Parliament, public sector accessibility regulations, new Universities UK recommendations on racial harassment in higher education, the PQA (post-qualification admissions) consultation, the UK government Department for Education Mental Health Taskforce and the Scottish Government announcing further funding to support mental health services in higher education by £1.3m.</p> <p>The team discussed quality implications when taking on future projects, and how best we can consider EDI (equality, diversity, and inclusion). In relation to COVID-19, which institutions have staff onsite, and in what capacity. Most institutions are working remotely, with only critical staff onsite.</p>				

Item no.	Title	11:45 – 12:00 (15 mins)	Presented by	Paper
4	Operations and COVID-19 update	<ul style="list-style-type: none"> - Revised budget - Activities recap for the year, including elections 	John Bloomfield	20-21-09 20-21-10
<p>JB combined updates for the central operations of AMOSSHE with information relevant to AMOSSHE's response to the COVID-19 pandemic. An overview of JB's presentation can be found in the attached papers 20-21-09 and 20-21-10.</p> <p>JB has made some amendments to AMOSSHE's 2020-21 budget, including lowering some income from CPD based on our figures to date, due to delegate attendance, etc. As we are not currently offering physical CPD events, moving to a virtual offering since COVID-19 hit in March 2020, JB explained to the Executive that we are now expected to pay more out in VAT costs due to our current HMRC arrangements. JB estimates between £7,000 and £10,000 extra expenditure on VAT costs for this year. The Executive tasked JB with looking into this further and sending through more information for the next meeting.</p> <p>ACTION: JB to send out more information on total VAT costs for 2020-2021 for the Executive to review.</p> <p>JB also updated the Executive on the National Office working from home, office closure, membership updates, HH's maternity leave and upcoming elections. The Executive were happy with JB's updates and how the National Office is currently running to support members during the pandemic.</p>				

The Chairs recommendation to the Executive is to run elections as normal for the next academic year. The Executive agreed with this decision. LO noted she will need step down due to a change of role; FS will stand down as well as she has completed her time on the AMOSSHE Executive.

ACTION: JB to add the AGM timing to the March agenda and to consider the implications of taking the AGM out of the National Conference agenda.

ACTION: Executive to revisit hosting a physical meeting, in line with government advice, at the next meeting in March.

Item no.	Title	Timing: 12:00 – 12:15 (15 mins)	Presented by	Paper
5	Break		-	-

Item no.	Title	Timing: 12:15 – 12:30 (15 mins)	Presented by	Paper
6	National Conference and CPD update		John Bloomfield Chris Warrington Nic Streatfield	

CW updated the Executive with the latest National Conference 2021 news, confirming the conference will go ahead virtually from 14th to 16th July 2021. The conference team are setting up a virtual platform (RD Mobile) to ensure the best interactive online conference experience for delegates, offering plenty of networking opportunities and engagement for sponsors. The theme for the National Conference 2021 is reflections, connections, and ambitions. The National Conference call for proposals opened to members earlier this week.

NS then updated the Executive on the CPD progress to date. We have hosted three virtual CPD events between October and December, including CPD1 'Student mental health', CPD2 'More with less' and CPD3 'Intersectionality and Student Services'. CPD4 'Digital poverty' is due to take place next week on 22nd January 2021. Overall virtual CPD events have proven successful, and although we have not had as many delegates in attendance as anticipated, we have still hit budget targets because we haven't used any contingency funds. As previously mentioned, JB has amended our future CPD income in the revised budget to reflect this.

We have had a great response from sponsors since launching our virtual sponsorship offering. In 2021 we have eight sponsors signed up so far as annual partners. We have nearly sold out at each CPD event and our upcoming Spring and National Conferences have had plenty of interest. This has meant we have been able to increase sponsorship income in our budget as we look to maintain this number for future events. The Executive commended AK's work on engaging sponsors.

JB and NS are continuing to meet on a regular basis to assess what is going on in the sector, hot topics, etc. and will report back at the next Executive meeting.

The Executive were happy with these updates, no questions or further actions.

Item no.	Title	Timing: 12:30 – 13:00 (30 mins)	Presented by	Paper
7	Standing item: AMOSSHE strategy update		John Bloomfield Workstream leads	-
<p>JB asked each of the workstream leads to present progress to date to the team.</p> <p>AG presented on behalf of Workstream 1: Resources Development, including current plans to develop a timeline prioritising workload, outstanding actions, and putting together a Microsoft Teams site for the Workstream 1 team to access.</p> <p>JS presented on behalf of Workstream 2: Member Development. They have identified their initial steps. The first is analysis of data and identifying who engages with us, including trends and themes. The second, assessing qualitative data, will involve taking questions to regional and national group meetings, asking what members would like to see and how they would like to engage with AMOSSHE more, including what would prompt them (for example opportunities for networking, representing AMOSSHE). The team intends to identify whether members' opinions of AMOSSHE have changed since the pandemic, and whether we have improved. The team are due to put together a list of questions to confirm and send out to members ahead of the next Executive meeting.</p> <p>SL presented on behalf of Workstream 3: External Development. They have started to assess how we can maximise external partnerships, getting the voice of AMOSSHE widely heard. SL mentioned they have similar progress updates to other workstreams. JB is setting up a Microsoft Teams space for the team to gather and report back. They are putting together a stakeholder mapping spreadsheet, seeking what partnerships AMOSSHE already has in place and who we would like to target. The next action for the group is to send out the spreadsheet to Executive members to fill in any gaps and the seek to prioritise the partnerships and then determine steps on how to best engage with identified groups. Question raised by AG: were there any surprising outcomes from research so far? SL answered: not really, but the results were surprising in some respects - AMOSSHE has a strong focus on international stakeholders (for example NASPA, CACUSS, IASAS). The workstream team will send out their spreadsheet to the wider Executive team to review once complete.</p> <p>ACTION: JB to confirm with National Office team responsibilities with each workstream</p> <p>ACTION: Workstream leads to continue working in groups and present updates again at the next meeting</p>				

Item no.	Title	Timing: 13:00 – 13:30 (30 mins)	Presented by	Paper
8	Update on governance position and definitions of aspects of Executive roles and responsibilities		Anji Gardiner Lesley O'Keeffe	20-21-12 20-21-13
<p>AG gave a summary of this piece of work, featured in papers 20-21-12 and 20-21-13 and updates since the team last spoke about this. Considering governance discussions at the August residential meeting, AG and LO looked at the principles that had previously been included in the Executive Committee Roles and Responsibilities document to define what it is we meant by those principles, so that all Executive members understood AMOSSHE's expectations in relation to these principles. The team then discussed the underpinning principles of Executive decision-making in respect of how we should work as an organisation, and whether the Executive primarily represents or leads work for our members.</p>				

AG and LO highlighted that the values and principles in the Roles and Responsibilities document are based on the Nolan principles, outlined in paper 20-21-13. Roles and responsibilities principles include integrity / honesty, appropriate consultation / soundings before discussions begin, constructive debate, objectivity in decision making, openness, circle of confidentiality, individual responsibility, collective accountability for agreed decisions, work-life balance and leading by example. No comments from the Executive Committee, they were happy with the work.

In reference to paper 20-21-12 RA suggested that Executive members should report back to the Chair or National Office to let everyone know they are representing at something. RA also suggested we should consider the guidelines in relation to media appearances. JA made the point that where there is a divergence of opinion on a topic within the membership, the Executive should be able to reflect that divergence. JS noted that many priorities and values (as outlined in the strategy) should be clear for the Executive to lead on. BP observed that outlining how diverse the work of Student Services is can help to articulate the position and role of AMOSSHE.

The Executive were happy with final suggestions.

ACTION: BP and JB to incorporate / publish the ‘Roles and Responsibilities Principles’

ACTION: HM to incorporate the ‘Roles and Responsibilities Principles’ into work on consideration of conflicts of interest

Item no.	Title	Timing: 13:30 – 14:00 (30 mins)	Presented by	Paper
9	Lunch		-	-

Item no.	Title	Timing: 14:00 - 14:45 (45mins)	Presented by	Paper
10	Revised Rules and Articles of Association		John Bloomfield	20-21-11

JB gave a summary of the paper 20-21-11, which outlines revisions to AMOSSHE’s Articles and Rules of Association, with legal advice from solicitors to ensure they comply with all relevant legislation. There are several changes documented that need to be made. The Executive broke for 15 minutes to read through revisions.

JA asked a question about getting an audit trail about the advice on changing the ‘Ltd’ on the organisation name. Does this advice cover us if we want to do it? JB confirmed that the document is set up to provide the correct information that needs to be included, ultimately though it is the decision of Companies House once the forms have been submitted.

ACTION: JB to ask solicitors to send through confirmation, log of conversation for our records.

After 15 minutes’ reading time the Executive returned to make their way through the questions and comments in the summary paper. The Executive Committee was requested to decide on the following:

- 1) *To go through the process to amend the name of AMOSSHE to remove 'Ltd' from the official title.* – The Executive decided to apply to remove 'Ltd' from the company name if there are no legal implications. We will need to include this for voting on within the EGM or forthcoming AGM before applying for it through the correct forms.

ACTION: JB to clarify further with solicitors about "Ltd" in company titles, if there are no legal implications, to officially remove 'Ltd' from AMOSSHE's title.

- 2) *That we are happy with the change of description of members to ensure we are clear who our company law member are.* – The Executive agreed the description is suitable for the articles, but the National Office need to record the new terminology somewhere easily accessible, as we do not intend to change how we address members within our usual working practices. JA suggested that we amend the item that says that members should be wholly Student Services (as organisations). Regarding subscribers, the Executive Committee voted to remove the subscriber Pinsents Director Ltd who are no longer involved with AMOSSHE.

ACTION: JB and BP to determine where to record a record of the association descriptions of members.

ACTION: JB to clarify with solicitors that we can just note the definition of company law members as part of this formal document and keep the definitions of members as they are currently described on the website.

ACTION: JB to amend the articles item that says that members should be wholly Student Services (as organisations).

ACTION: JB to remove the subscriber Pinsents Director Ltd from the articles, who are no longer involved with AMOSSHE.

- 3) *That we keep the timelines for general meetings the same as we have in previous years.* – The Executive agreed to this.
- 4) *Do we require AGMs to be an annual requirement or to leave this option open dependant on future circumstances?* – the Executive agreed that we should require an AGM each year.
- 5) *That we are happy with the Removal of Directors section where other directors have the power to remove someone from the executive committee.* – The Executive agreed that they are happy with this, but there needs to be a process in place.

ACTION: JB and Chairs to devise a process in the case of removing an Executive Member.

- 6) *Do we want to include the section on director's remuneration to include payment for services to AMOSSHE?* – The Executive agreed that they are happy to include this.
- 7) *Are we happy to pass these and seek to approve them with the membership at an Extraordinary General Meeting before 30 March 2021.* – The Executive agreed that we need to do an EGM and cover all the items for changing the articles. We need a minimum of 25 lead members on our EGM and a vote in favour of 75% to pass.

ACTION: JB and Chairs to plan the EGM to action all changes to the articles and make the changes succinct.

How can we ensure that the articles and rules do not get so out of date again in future? JB confirmed that he is working on a schedule of when elements of AMOSSHE process and policies need to be updated.

ACTION: JB and HM to review a schedule of work to ensure that the articles and rules do not become out of date again and allocate budget for this as appropriate.

The majority vote at the executive meeting was to pass all the changes at an EGM before 30 March 2021.

ACTION: JB to confirm any final changes with the solicitors and work with the Vice Chair (Operations) and NO team to run an EGM by the 30 March 2021.

Item no.	Title	Timing: 14:45 - 15:00 (15 mins)	Presented by	Paper
11	Framework for decision making on topics or highlighted issues		Helen McNeely John Bloomfield	20-21-14

HM gave a summary on this new framework, referenced in paper 20-21-14. This framework should only be used to evaluate work and/or statements that might be considered to match any of the following factors:

1. Work/statements that could significantly impact our reputation and lead to longer term increased workload such as increased media attention, creating public statements and responses etc.
2. Work/statements that would alter the current workload for AMOSSHE to the extent that we may need to consider replacing some current workload to achieve this.
3. Work/statements that may alter our longer-term strategy/workload.

Discussions points from Executive included: Audits for bigger decisions, i.e., elections this year we need to ensure we are strategic, values based, etc. Equality, diversity, and inclusion implications (EDI) and human rights – how is this helping? Are there any risks associated with this? If we are developing our CPD programme for example, are we thinking about speakers, sponsors, EDI, and human rights considerations should be a key part of what we decide to take on above anything else. This brings structure to a process, should there be an order to the key questions? Would this help with decision making? How will this operationalise? If a request comes through to national office who filled out the framework process, who is going to do it? Who has time? Etc.

We also discussed EDI elements of this work and wider work for AMOSSHE. JS is happy to raise something to be discussed at the next executive meeting.

ACTION: JS to bring a proposal for an EDI framework to the next Executive meeting in March

The Executive agreed to adapt as we go with this framework. AG and JS welcomed the decision-making framework. JS made several suggestions to add to the framework:

- Make the strategic alignment more prominent (move this higher up the list of questions)
- What is the implication in terms of income or resource (increase / drain)?
- Can we collaborate with other organisations?
- What are the equality, diversity, inclusion and human rights implications (does it promote this agenda / what are the risks)?

CW suggested that the questions should be ordered / weighted

NS asked how this will work in practice, if a small number of Executive members get a lot of requests, and if an approach is made directly the National Office.

ACTION: JB and chairs to consider a process for the template about completion and presenting it to Executive colleagues within a suitable timeline.

Item no.	Title	Timing: 15:00 – 15:20 (20 mins)	Presented by	Paper
12	AOB		Fay Sherrington	-

CS raised the idea of AMOSSHE awards, bringing this to future National Conferences, and whether in 2021 we can trial this virtually. This year, more than any other year, we have seen people go above and beyond to ensure a high quality of work. Do we want to consider doing this, and if so, how do we go about doing this?

Could we bring this to our new decision-making framework? We need to consider panellists to judge, sponsored awards, members to submit applications, time to review, etc. NS noted this could be problematic and must be handled right. Who decides on the winners is important.

The Executive agreed this would be a fantastic feature for National Conference and that we should move forward with putting together a proposal for the Executive to review at the next meeting.

ACTION: HM, CS and AG to act as leads together with the National Office to put together a proposal for AMOSSHE awards to present at the next meeting.

ACTION: AK to organise meeting for the awards team to meet and discuss.

ACTION: JB to consider how to enable Executive members to check in with each other and see if other people are well and coping. Perhaps in small breakout groups, before or after meetings.

Item no.	Title	Timing: 15:20 – 15:30 (10 mins)	Presented by	Paper
13	Reflection time		Fay Sherrington	-

ACTION: AK to begin future meetings with 15-minute break out groups for Executive to debrief and discuss current workloads with peers.

Item no.	Title	Date and time of remaining meetings:	Presented by	Paper
14		19 March 2021: 11:00 - 15:30 11 June 2021: 11:00 - 15:30 Residential - TBC	Fay Sherrington	-

Executive 2020-21 Action Log

Exec Board	Action No.	Agenda No.	Action	Actioned to	Status
Aug-20	4	2	Executive to complete a skills audit of the committee to understand expertise on the board and areas we can consider improving skills gaps	Executive/JB	Ongoing - people to complete the skills audit template
Aug-20	14	5	JB to get in contact with NASPA about the potential to postpone the exchange for the coming year.	JB	Ongoing: awaiting response
Key: Closed - here action is time limited and now expired Complete – where action has been taken					

AMOSSHE Operations and COVID Update

This update combines our usual updates for the central operations of AMOSSHE and includes information relevant to AMOSSHE's response to the COVID-19 pandemic.

National Office staff team

The National Office team continue to work from home. Woburn House will stay closed unless requested by staff at which point the operations team there will assess how best to manage any requests. The Chairs team have agreed that there is no requirement for the staff team to be back in the office at the present time and this will be reviewed in March 2021.

Membership update

Membership level	September 2020	January 2021
Small and specialist	34	34
Tier 1 organisation	45	45
Tier 2 organisation	59	59
Tier 3 organisation	28	28
Additional member	313	323
International organisation	14	13
International additional member	20	19
Less than 50% HE organisation	0	0
Corporate organisation	2	3
Corporate additional member	6	6
Individual member	5	5
Non-profit organisation	2	2
Non-profit additional member	1	1
Student member	2	2
Total organisations	184	184
Total members	765	775

New member organisation in the Corporate category:

- JS Group

Lost member organisation in the International category:

- Trinity College Dublin

GDPR update

Wild Apricot has four settings for members to control email contact. Here are the named members who have unsubscribed, using one of more of the settings:

- 9 members have ticked not to receive AMOSSHE updates about news and events (including the AMOSSHE newsletter).
- 0 members have disabled receiving any emails through Wild Apricot.
- 4 members have unsubscribed from Wild Apricot mailings (newsletters, event announcements).
- 4 members have unsubscribed from Wild Apricot event announcements.

Wild Apricot has two settings for members to control whether they share their details with other members for networking purposes. Here are the named members who have unsubscribed, using one of more of the settings:

- 36 members have ticked not to share their details with other members for networking purposes (including Jiscmail and the online lists).
- 1 member has ticked not to share their profile details in online lists.

44 members in total have used one or more of these settings to unsubscribe.

Financial Management report

AMOSSHE is on target for the year end budget expectations. The budget has been revised to show a slightly better picture than the original budget in August however there are some key variables that might change this in the coming months.

The membership figures need to be adjusted for the year end, these will be done in the coming months. We are also ahead in sponsorship figures, I am extremely hopeful that the sponsorship will exceed expectations given the excellent work Anya has put in with our contacts. We will also be paying more VAT this year than in previous years. Our arrangement with HMRC means we offset some VAT against our CPD programme, the changes in the programme this year and loss or revenue means we are unable to reduce this by as much as we usually would.

Events and activities reminder

Just to refresh members memories, please see a list of activities that will be taking place for the remainder of the year including the executive elections:

Activity	Date
CPD4: Digital Poverty webinar	22 January
CPD5: Disabilities Webinar/CPD	10 March
Executive meeting	19 March
Elections nominations open	Early April
CPD6: Spring virtual conference	22 April
Election voting opens	End of May
CPD7: Learning from COVID	May
Executive meeting	11 June
Virtual National Conference	TBC: June/July
AMOSSHE residential meeting	5/6 August 2021

4,001 9,938 2,762 1,262 9,021 1,262 1,262 7,231 1,262 14,468 8,087 628 61,181.17

Depreciation

41 Fixture and Fitting Depn
31 Office Equipment Depn

Total Expenditure

16,688 22,624 15,449 13,949 21,708 14,492 14,492 20,461 14,492 28,348 20,773 13,314 216,790.61

Net Surplus/(Deficit)

3,491 26,363 19,210 - 10,099 - 18,608 3,400 - 13,422 - 3,319 - 11,512 - 3,248 - 20,773 - 13,314 - 41,830.79

TOTAL
Projected save on contingency (50%)
TOTAL
Corporation tax
TOTAL AMOSSHE

AMOSSHE Reserves position 2020-21
Updated 06/01/2021

Staffing	£ 155,609.44
Website maintenance	£ 2,051.00
Insurance	£ 1,500.00
Telephone	£ 2,040.00
Accounting fee	£ 10,072.00
Bank charges	£ 78.00
Tenancy	£ 19,989.62
IT support	£ 2,000.00
TOTAL	£ 193,340.06

Current reserves	£ 200,976.36
Cost per month (average)	£ 16,111.67
Calculated reserves (months)	12.5
Remaining reserves, 6 mths contingency removed	£ 104,306.33

Directors Finance Summary

December 2020

Code	Income	Year to date			Budget	% of full year budget achieved TD*	Notes
		Actual	Budget	Variance			
200	Conference	£0.00	£0.00	£0.00	£25,100.00	0	
300	CPD	£9,371.00	£12,800.00	(£3,429.00)	£25,830.00	36	
	Sponsorship	£11,541.20	£1,050.00	£10,491.20	£26,054.25	44	Includes sponsorship across 3 CPD events
	Membership	£113,332.78	£97,975.57	£15,357.21	£97,975.57	116	Estimated until year end account adjustments have been completed, VAT adjustments incorporated into the estimation
	TOTAL income	£134,244.98	£111,825.57	£22,419.41	£174,959.82	77	
	Expenditure						
10	Central	£47,485.90	£52,175.00	£4,689.10	£110,437.21	43	The accounting fee needs adjusting as part of the year end work which should bring this back into line (currently shows a positive of £1985.00 rather than loss of £2k).
200	Conference	£20,511.63	£20,775.00	£263.37	£64,350.31	32	Removed the deposit of £22,065 to the following year
300	CPD	£15,991.36	£17,467.00	£1,475.64	£42,003.09	38	Costs for Zoom software (£750) to be moved to here and saved on contingency money
20	Executive	£869.57	£869.57	£0.00	£869.57	100	Cost for external consultant and goodie boxes for residential
400	Futures	£0.00	£0.00	£0.00	£0.00	0	
500	Insight	£0.00	£0.00	£0.00	£0.00	0	
100	Membership	£0.00	£0.00	£0.00	£0.00	0	
	TOTAL expenditure	£84,858.46	£91,286.57	£6,428.11	£217,660.18	39	
	TOTAL Surplus / Deficit	£49,386.52	£20,539.00	£28,847.52	(£42,700.36)		

TOTAL Cash position Main account £52,435.67

31/12/2020

Savings account £200,976.36
TOTAL £253,412.03

Notes on reading the management report

- * The full year budget percentage relates to how much income / expenditure has been raised and spent against our budgeted expectations for the year to date
- The year to date figure only is shown as the monthly figures can vary against budget
- Area specific expenditure is shown against those areas that are of interest to the executive
- Figures in red are negative figures
- Any additional information is supplied on the corresponding executive paper

AMOSSHE Articles and Rules amendments

Summary

In August 2020 the executive committee agreed to changes that were needed to our Articles and Rules of Association to ensure they were up to date and relevant. An updated version was presented to members in the October meeting to agree in principle the changes before these were sent to be reviewed by a solicitor in December 2020. The below are the key elements that needed updating to ensure we are compliant (with the updated Companies Act 2006 specifically). You will also find in the attached papers a clean copy of the Articles and Rules and a annotated copy of the Articles and Rules to provide transparency on the associated changes. Some of the smaller comments have been removed on the annotated copy.

In order to ensure we are able to run online meetings this year (and beyond) we will need to hold an Extraordinary General Meeting by the end of March 2021 (the exemption to allow us to do this from Companies House expires on 30 March 2021).

AMOSSHE, The Student Services Ltd

AMOSSHE is required to display the 'Ltd' part of the official title on all business documents, business communications and the website.

This includes: Invoices, formal meeting documents and papers, formal letters and at the bottom of the website. We do not have to use it in our logo or in areas such as our newsletters to members as these are seen as usual informal communications as part of daily communication. We can apply to be exempt from using our full title in this way by applying to Companies House. The updated version of the Articles of Association have been structured to hopefully ensure we are compliant with the terms of removal. Specially through the Name and Objects, Use of Property and Funds and Winding Up sub sections of the document. We would also need to pass this resolution by the membership before completing the required forms for Companies House.

Company Law Members and Subscribers

AMOSSHE needs to be clear who our company law members are; these are members who have voting rights for AMOSSHE, specifically to change and update the Articles of Association and related governance issues and also those responsible to pay the limited liability in the event of AMOSSHE winding up (set at £1 per member). For AMOSSHE we have agreed that the company law members would be UK Higher Education Providers (UK HEP) as we have specified on the website and who can currently vote. The institution's vote would be utilised by a lead representative of the institutions to carry this out on behalf of the member, this reflects current practice but amends the wording in line with the requirements of the Articles of Association. Essentially everyone else in the AMOSSHE membership would either be a core representative or as an associate member. The below explains our current wording around members in respect to the updated explanations in the Articles and Rules of Association.

- Subscribers = the original members who set up AMOSSHE with Companies House
- Member organisation (UK HEP) = Company law member
- Lead member = Lead representative
- Core named member = Core representative
- Everyone else (additional, other kinds of organisation) = Associate members

In our original Articles of Association (as noted on Companies House) our original subscriber (as noted above) is Pinsents Director Limited. As I cannot find any notification that this 'person' has been removed from the membership they are still deemed a member. Because this person they were the original subscriber/member they can only be removed by the executive committee by formally agreeing to do so at an executive committee meeting.

Time frame for the notice and implementation of general meetings

This has been changed by the Companies Act to the following:

- Notice of General meetings has changed to give at least 14 days notice (currently 21). This does not change our current structure for Annual General Meetings.

No legal requirement for an Annual General Meeting (AGM) to be held

According to the Companies Act 2006 there is no legal requirement to hold an AGM. As such the solicitor has suggested wording if we wanted to add this in but also provided an option if we wanted to note it as an annual requirement:

- a) 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.
- b) The Association shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

Removal of Directors

This has been made clearer to ensure that the remaining directors have the power to remove a director if they feel they have not upheld the values of AMOSSHE.

Remuneration of Directors

The solicitor has added a section that enables the Directors to get paid by AMOSSHE for work completed. This is optional and can be removed if not appropriate.

Other amendments to the Articles of Association:

- 1) References to shares and shareholders have been removed as not relevant to AMOSSHE.
- 2) Name and Objects section in the Articles of Association is a newly added section.
- 3) The ability to run a virtual AGM or hybrid AGM has been included.
- 4) Further details of written resolutions has been added (as required by Companies Act 2006)
- 5) A section on limited liability and guarantee has been added alongside use of property and funds and winding up.

Other amendments to the Rules of Association:

- 1) Further clarification has been added to the types of membership in respect of company law members and all other members.
- 2) Amendments to the Rules of Association are clear that this can be completed by the Executive Committee but would go to the next AGM for ratification.
- 3) An additional point has been included so that the chair and one other Director has the casting vote in a tied election.

The Executive Committee is requested to decide on the following:

- 1) To go through the process to amend the name of AMOSSHE to remove 'Ltd' from the official title.

- 2) That we are happy with the change of description of members to ensure we are clear who our company law member are.
- 3) That we keep the timelines for general meetings the same as we have in previous years.
- 4) Do we require AGM's to be an annual requirement or to leave this option open dependant on future circumstances?
- 5) That we are happy with the Removal of Directors section where other directors have the power to remove someone from the executive committee.
- 6) Do we want to include the section on director's remuneration to include payment for services to AMOSSHE?
- 7) Are we happy to pass these and seek to approve them with the membership at an Extraordinary General Meeting before 30 March 2021.

AMOSSHE articles of association

Company registration number 4778650

Companies ~~acts~~ Acts 1985 to 1989 company 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~~ Articles:

- a) ~~"The Association"~~ means the company intended to be regulated by ~~these articles~~ the Articles;
- b) ~~"The Act"~~ means the Companies ~~Act 1985, including any statutory modification or re-enactment thereof for the time being~~ Acts (as defined in force s.2 Companies Act 2006) insofar as they apply to the Association;
- c) ~~"The Articles"~~ means the ~~Articles~~ articles of ~~Association~~ association of ~~AMOSSHE~~ 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) ~~"The Executive Committee"~~ means the board of Directors of the Association;
- ~~h)~~ h) "Rules of Association" means the ~~Rules~~ rules of ~~association of the Association of AMOSSHE~~ association of the Association from time to time in force;
- ~~h)~~ h) "The United Kingdom" or "UK" means Great Britain and Northern Ireland;
- i) ~~"Member"~~ means a registered member of the AMOSSHE professional association.
- j) "HEP" means a higher education provider organisation;
- k) "HEP member" means a registered member of the ~~AMOSSHE professional association who represents a Association that is a an eligible UK HEP and therefore has voting rights in company business, i.e. an institution that delivers higher education level teaching~~;
- l) ~~"member"~~ means a registered member of the Association;
- ~~m)~~ 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)~~ n) "poll" means a vote on a resolution by ~~all~~ members, by means of a ballot, survey or similar
- ~~o)~~ 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. ~~For example, "The Directors may..." also implies "A Director may..." and "A member may..." implies a member on behalf of their organisation, 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.

AMOSSHE, The Student Services Organisation
Third Floor, Woburn House, 20 to 24 Tavistock Square, London WC1H 9HQ
020 7380 6633 – www.amossh.org.uk
Company registration number: 4778650

Commented [JB1]: It is a legal requirement to display the full registered company name (i.e. including 'Ltd') on business documents and communications, financial documents and the website.

AMOSSHE may be able to apply to Companies House for an exemption from using 'Ltd/Limited' in its registered name. In order to benefit, you will need to pass a resolution to change the name to remove 'Ltd' and submit forms to Companies House.

This only applies where certain provisions are included in the articles. The relevant provisions were present in the original AMOSSHE memorandum and include particular objects and provisions requiring income to be applied for the objects, no profit distributions to members and assets to be given to a similar body on winding up.

Commented [JB2]: There is a distinction between company law members and associate members. The former are those who guarantee to pay £1 in the event AMOSSHE is dissolved, are entered on the register of members and have rights under company law. The latter are informal members without company law rights, but who may still be entitled to member benefits.

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 wholly or mainly engaged with 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;

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Commented [JB3]: These articles do not include certain key provisions included in AMOSSHE's original memorandum of association. Following the Companies Act 2006, all company administration provisions should now be included in the articles. Therefore, I recommend that the key provisions from the original memorandum are included here. I have included them with some drafting updates.

Please note that generally these provisions would be the first to appear in the articles. I have included them here to avoid the need to renumber and amend cross-references, but you may want to make these changes internally as it makes sense for these provisions to appear first

- 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.

~~1.4 AMOSSHE 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 AMOSSHE membership should be wholly or mainly engaged with the Student Services profession, either currently or as the main focus of their previous career.~~

Membership

3.1 The subscribers to the ~~Rules of memorandum when the~~ Association ~~was formed~~ and such other persons ~~or organisations as are~~ admitted to membership in accordance with the Articles ~~shall be and~~ Rules of Association are the members ~~of AMOSSHE.~~

3.2 The Directors shall have full power and discretion to determine whether membership of ~~AMOSSHE~~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 ~~membership confers~~members are the company members for the purposes of the Act and have full voting rights.

Commented [RC4]: 'Subscribers' in this context refers to those persons who were members of AMOSSHE on its formation. It is not really correct to refer to 'subscribers' to the Rules here, as this is unclear and could suggest that anyone who agrees to the Rules is automatically a member.

Commented [JB5R4]: Who are the subscribers, are they individuals or are they HEP's?

Commented [JB6R4]: Check into subscribers and see if they are still members. Do we need to have them on there still? Pinsents Director Ltd is noted as the subscriber? Board resolution to say they are no longer a member.

3.4 The Directors may ~~also~~ 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 ~~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 ~~and a number of additional named~~ HEP members may (in accordance with the Rules of Association) appoint additional named representatives to receive notices and attend and speak at meetings of AMOSSHE, ~~but only the lead~~ the Association on behalf of the HEP member has, but such additional representatives do not have the right to vote ~~and to (or appoint a proxy to vote, and generally to exercise all the membership rights of his or her appointer.)~~

3.6 Members who are not ~~part of a UK~~ UK HEP members are entitled to receive notices and attend meetings but ~~have no votes~~ 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 ~~it~~:

- a) the member is in arrears with the payment of monies due for three months or more. ~~The Directors may terminate the membership of any member if,~~ or
- ~~a) b)~~ after due deliberation and consultation, the Directors consider it to be in the best interests of AMOSSHE 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 AMOSSHE the Association at the time when ~~it ceases~~ they cease to be a member.

General meetings

5.1 ~~All general meetings other than annual general meetings shall be called extraordinary general meetings.~~

~~4.2~~ 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 ~~an extraordinary~~ general meeting ~~for a date not 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 ~~eight weeks~~ 28 days after ~~receipt~~ the date of the ~~request~~ notice. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member with voting rights ~~of the Association~~ 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.

Commented [JB7]: Additional clause to consider. There is no legal requirement to hold an AGM.

If you would prefer AGMs to be required, you can substitute this text with: 4.2 The Association shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

Notice of general meetings

6.1 ~~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~~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, ~~and, in the case of an annual general meeting, shall specify the meeting as such.~~ Subject to the provisions of the articlesArticles 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 ~~shall be a quorum 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~~chair of the Executive Committee (or in ~~his / her~~their absence some other Director nominated by the Directors) shall preside as ~~Chair~~chair of the meeting, but if neither ~~the Chair nor such other Director (if any) be~~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~~chair and, if there is only one Director present and willing to act, ~~he / she~~they shall be ~~Chair~~chair.

7.4 If no Director is willing to act as ~~Chair~~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~~chair.

7.5 The ~~Chair~~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 ~~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) 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~~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~~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~~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~~chair directs and ~~he / she~~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~~chair of the meeting shall be entitled to a casting vote in addition to any other vote ~~he / she~~they may have.

7.11 A poll demanded on the election of a ~~Chair~~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~~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 ~~A-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 ~~executed by or on behalf of each;~~

b) a copy of the proposed resolution has been sent to every eligible HEP member ~~who would;~~

Commented [JB8]: Please see my draft provisions on virtual meetings below. Voting on a show of hands may be difficult electronically, so we have suggested that in such cases a poll is used. You can use a show of hands, but there is a greater risk of mistake/challenge.

Commented [JB9]: I have amended this article to reflect the Companies Act 2006

- 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 been entitled~~ signified their agreement to it.

Virtual and Hybrid General Meetings

8.1 The Directors may decide to a 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 upon it if it had been proposed on any resolutions at the meeting, in order to form part of the quorum.

8.3 Where a virtual general meeting at which he / she was present, is to be called the Association shall be as effective and 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

Commented [JB10]: I understand AMOSSHE wants the power to hold virtual general meetings. I have therefore included provisions to permit this. Without these provisions, then absent any intervening laws such as those in place at the moment due to Covid-19, there is no authority to hold virtual meetings.

the meeting shall however have the discretion to adjourn the virtual or hybrid meeting 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, 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 ~~him / her~~ them to ~~AMOSSE~~ 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~~ 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 ~~company~~ 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~~[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 ~~AMOSSHE~~[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 ~~his / her~~[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 normally be vacated if the Director:
- ~~they cease~~ceases to be employed by an organisation with AMOSSHE Association membership for a period of more than three months, or ~~if~~ their employing organisation ceases to be an AMOSSHE Association member; or
 - ~~he / she~~ becomes bankrupt or makes any arrangement or composition with his / her their creditors generally; or
 - ~~he / she is, or may be, suffering from mental disorder and either:~~
 - ~~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~~
 - ~~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~~
 - ~~he / she~~ 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
 - resigns his / her their office by notice to the company Association; or
 - ~~he / she shall for more than two consecutive Executive meetings have been~~ is absent without permission of the Directors from two consecutive meetings of the Executive Committee and it is resolved by a majority of the other Directors held during that period and to remove them; or
 - ~~is considered by a majority of the other Directors resolve that his / her office be vacated.~~
 - ~~he / she fails to have failed~~ to uphold the principles as laid out in Executive Roles and Values document located in the governance section of the AMOSSHE Association website www.amoshe.org.uk/governance.

Commented [JB11]: Using 'normally' introduces uncertainty – either the office is vacated or it is not, or there should be a specific caveat.

Commented [JB12]: Optional simplification to make it easier for the other directors to remove someone who loses capacity, irrespective of whether formal mental health proceedings have been taken. The square bracketed text is optional.

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.

Commented [JB13]: Suggested optional addition to consider to allow directors to be paid for providing goods/services unconnected to their role as director and in any other cases deemed appropriate.

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 of Directors or, including Executive Committee meetings, committee meetings and general meetings of members, 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 ~~he/she ceases~~they cease to be a Director.

17.2 Subject to the provisions of the Act, and provided that ~~he/she has~~they have disclosed to the Directors the nature and extent of any material interest of ~~his/her~~theirs, a Director notwithstanding ~~his/her~~their office:

- a) may be a party to, or otherwise interested in, any transaction or arrangement with ~~AMOSSHE~~the Association or in which ~~AMOSSHE~~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 ~~AMOSSHE~~the Association or in which ~~AMOSSHE~~the Association is otherwise interested; and
- c) shall not, by reason of ~~his/her~~their office, be accountable to ~~AMOSSHE~~the Association for any benefit that ~~he/she derives~~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 ~~him/her~~them to have knowledge shall not be treated as an interest of ~~his/her~~theirs.

17.4 Subject to the provisions of ~~Section 317 of~~ the Act, a Director may vote on any contract or arrangement in which ~~he/she is~~they are interested, and on any matter arising therefrom, and if ~~he/she~~they shall so vote, ~~his/her~~their vote shall be counted and ~~he/she~~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. ~~Unless otherwise restricted~~

~~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 Articles, all or any of the Directors Executive Committee (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) in which all persons participating in the meeting can hear and be heard by each participants may communicate with all other, and such participation shall constitute presence in person at the meeting, 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 ~~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.

18.7 The Chair of ~~AMOSSHE~~the Association, duly elected by the membership and in accordance with the ~~rules~~Rules of Association, shall also be the Chair of the Executive Committee and preside at every meeting of Directors at which ~~he / she is~~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~~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~~ 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~~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 ~~AMOSSHE~~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 ~~his / her~~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. ~~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/Association](#) an address within the United Kingdom at which notices may be given to [him/ herthem](#), or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to [him/ herthem](#) at that address, but otherwise no such member shall be entitled to receive any notice from the Association. In this regulation ~~and the next~~, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

Commented [JB14]: References to shares have been deleted as there are none.

20.3 A member present, either in person or by proxy, at any meeting of the Association ~~or of the holders of any class of shares in 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 [Acts/Act](#), but without prejudice to any indemnity to which [he/ she/they](#) may otherwise be entitled, every Director of [AMOSSHE/the Association](#) shall be indemnified out of the assets of [AMOSSHE/the Association](#) against all costs, charges, expenses, losses, damages and liabilities incurred by [him/ herthem](#) in or about the execution of [his/ her/their](#) duties or the exercise of [his/ her/their](#) powers, or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred by [him/ herthem](#) 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/ herthem](#) as a Director or employee of [AMOSSHE/the Association](#), in which judgment is given in [his/ her/their](#) favour, or in which [he/ she is/they are](#) acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on [his/ her/their](#) part, or in connection with any application in which relief is granted to [him/ herthem](#) by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of [AMOSSHE/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 [AMOSSHE 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 [AMOSSHE 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 [AMOSSHE's 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 [AMOSSHE 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.](#)

Commented [JB15]: Articles 2.5 and 2.6 are key provisions. AMOSSHE is a company limited by guarantee, which means company members provide a guarantee that they will contribute a set amount if the company is wound up (the original memorandum set this at £1). The members' liability for the company's debts are limited to this amount. You must include these provisions in the articles.

Commented [JB16]: This is another key provision from the original AMOSSHE memorandum. It means that all of AMOSSHE's assets must be applied for its Objects and prohibits dividends to members.

This provision is required for exemption from using 'Ltd' in the registered name.

Commented [JB17]: This is a key provision for any non-profit organisation and similar wording appears in the original AMOSSHE memorandum. It means that if the organisation is wound up its assets are not transferred to the members, but to another similar organisation.

This provision is required for exemption from using 'Ltd' in the registered name.

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:]

AMOSSHE, The Student Services Organisation
Third Floor, Woburn House, 20 to 24 Tavistock Square, London WC1H 9HQ
020 7380 6633 – www.amoshe.org.uk
Company registration number: 4778650

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 wholly or mainly engaged with 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.



AMOSSHE rules of association

The association's core values

1.1 AMOSSHE, The Student Services Organisation, informs and supports the leaders of Student Services in the UK, and represents, advocates for and promotes the student experience worldwide.

1.2 AMOSSHE promotes the development and sharing of good practice within Student Services in the higher education sector at a national level. AMOSSHE delivers its business in accordance with its values and strategic aims. The Executive Committee carries out its duties in accordance with the agreed Executive values. These documents are reviewed annually, and are publicly available at www.amosshes.org.uk/governance.

Membership categories

2.1 The membership year is from 1 August to 31 July. Application for membership shall be by application form to the Executive Committee via the National Office, and shall give sufficient information to demonstrate that the prospective member fulfils the criteria for membership.

2.2 AMOSSHE membership is open to organisations that either provide services for higher education students, or work to enable student success, and also individuals who are working or studying in the sector.

Organisational membership

2.3 Organisations can join AMOSSHE as members. Five kinds of organisation are eligible to become members:

- a) UK-based higher education providers with at least 50% of the student population studying higher education. [Such members are company law members and have the right to vote at general meetings.](#)
- b) UK-based education providers offering some higher education courses, which account for less than 50% of the courses on offer. [Such members are company law members and have the right to vote at general meetings.](#)
- c) Higher education providers or similar bodies based outside the UK. [Such members are associate members and do not have the right to vote at general meetings.](#)
- d) Non-profit or charitable status organisations in the higher education and/or student support sectors. ~~Membership is open to those working in, where~~ the organisation ~~who are~~ [has staff](#) responsible for enabling student success, in line with AMOSSHE's aims and purpose. [Such members are associate members and do not have the right to vote at general meetings.](#)
- e) Corporate organisations in the higher education sector. ~~Membership is open to those working in, where~~ the organisation [has staff](#) who are responsible for the direct delivery of services to students (for example student accommodation staff, non-medical helpers). [Such members are associate members and do not have the right to vote at general meetings.](#)

Commented [JB1]: I have made amendments to clarify the identity of the company law members.

2.3.1 Membership for UK-based higher education providers with at least 50% of the student population studying higher education is tiered depending on how many full-time equivalent higher education students the organisation has. Membership is tiered as follows:

Full-time equivalent higher education students	Membership tier	Number of named members representatives
One to 3,000	Small and specialist	1 lead representative
3,000 to 10,000	Tier 1	1 lead plus 1 named core member representative
10,000 to 20,000	Tier 2	1 lead plus 2 named core members representative
Over 20,000	Tier 3	1 lead plus 3 named core members representatives

Membership includes:

- a) ~~One~~The right to nominate one named lead ~~member who represents~~representative to ~~represent~~ the organisation for membership votes, ~~and who will also usually manages~~manage the membership for the organisation. Lead ~~members~~representatives should be staff in leadership roles in Student Services.
- b) Tier 1, Tier 2 and Tier 3 membership also includes at least one named core ~~member~~representative in addition to the lead ~~member~~representative. ~~Core representatives are entitled to attend and speak at general meetings, but do not vote.~~
- ~~b)c)~~ Named ~~core members get all~~representatives are associate members in their personal capacities and obtain access to the benefits of AMOSSHE membership as part of their organisation's ~~core~~membership cost, ~~but. However,~~ they ~~cannot take part in membership votes~~are not company law members and do not have voting rights in their personal capacities.

Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

For the avoidance of doubt, where a representative of a member organisation is entitled to vote on the member's behalf, the representative may vote as they think fit.

2.3.2 Membership for UK-based education providers offering some higher education courses, which account for less than 50% of the courses on offer includes one named lead ~~member~~representative who represents the organisation for membership votes, and usually manages the membership for the organisation and may access the benefits of the AMOSSHE membership on behalf of the member. Lead ~~members~~representatives should be staff in leadership roles in Student Services. Named representatives are associate members in their personal capacities and obtain access to the benefits of AMOSSHE membership as part of their organisation's membership cost. However, they are not company law members and do not have voting rights in their personal capacities.

Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.3 Membership for higher education providers or similar bodies based outside the UK includes one named lead [memberrepresentative](#) who represents the organisation and usually manages the membership for the organisation. Lead [membersrepresentatives](#) should be staff in leadership roles in Student Services. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.4 Membership for non-profit or charitable status organisations in the higher education and/or student support sectors includes one named lead [memberrepresentative](#) who represents the organisation and usually manages the membership for the organisation. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

2.3.5 Membership for corporate organisations in the higher education sector includes one named lead [memberrepresentative](#) who represents the organisation and usually manages the membership for the organisation. Lead members should be staff who are responsible for the direct delivery of services to students. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

Additional membership

2.4 Provided that an organisation is a member of AMOSSHE, other staff at that organisation may apply to be additional [associate](#) members to those [representatives](#) included in the core membership. Each additional member will be charged directly for an additional membership, at the fee agreed by the Executive Committee and approved at the Annual General Meeting. They will have the same membership benefits as named core members within the core membership.

2.4.1 Individuals apply to join AMOSSHE, once their employing organisation is a member, through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

Individual and student membership

2.5 Individuals who are not associated with an eligible organisation can join AMOSSHE as [associate](#) members. Two kinds of individual are eligible to become members:

- a) Freelance consultants working in the higher education sector, or professionals undertaking research into Student Services.
- b) Students taking a higher education course with a substantial connection in its curriculum to Student Services (for example, a postgraduate degree in Student Affairs or higher education management) at an AMOSSHE member institution.

2.5.1 Freelance consultants working in the higher education sector and professionals undertaking research into Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

2.5.2 Students taking a higher education course with a substantial connection in its curriculum to Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

Membership entitlements

2.6 AMOSSHE membership includes a range of exclusive benefits. Access to these depends on the membership category, as follows:

Member benefit	UK-based education providers with at least 50% of students studying higher education	UK-based education providers with less than 50% of students studying higher education	International higher education providers	Non-profit organisations	Corporate organisations	Individuals	Students
Access to member network (including Jiscmail)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sector updates	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Event discounts	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Member resources	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Student Services benchmarking	Yes	Yes	Yes	Yes	No	Yes	Yes
Research funding	Yes	Yes	Yes	No	No	No	No
National / regional group meetings	Yes	Yes	No	No	No	No	No
International exchanges	Yes	Yes	No	No	No	No	No

AMOSSHE, The Student Services Organisation
 Third Floor, Woburn House, 20 to 24 Tavistock Square, London WC1H 9HQ
 020 7380 6633 – www.amoshe.org.uk
 Company registration number: 4778650

AMOSSHE rules of association

Ability to become an Executive Committee member / vote in elections	Yes	Yes	No	No	No	No	No
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Annual subscription

3.1 The membership fee in respect of the following membership year shall be proposed annually by the Executive Committee based on the guidance of the Vice Chair (Operations).

3.2 Subscription fees are set per annum. For organisation memberships that commence part-way through a year, the following rates will apply:

- a) Joining between 1 August and 31 January: full fee
- b) Joining between 1 February and 31 July: 50% of fee.

3.3 The association shall appoint an auditor, based on the guidance of the Vice Chair (Operations).

3.4 A financial statement for the previous year (1 August to 31 July) shall be presented at the Annual General Meeting. Audited accounts shall be presented to the Executive Committee in advance of the submission period to HMRC and shall be made available to members at the Annual General Meeting.

Meetings of the association

4.1 The association shall hold an Annual General Meeting (AGM) usually at the National Conference. Any other meetings shall be called Extraordinary General Meetings.

4.2 Proceedings of the AGM shall be governed by the Articles of Association ~~unless and may be~~ further defined by the rules.

4.3 The AGM may include reports from the Chair or Vice Chairs, and on matters concerning the structure, organisation, operation, resourcing, professional development events and correspondence of the association.

4.4 Proceedings of a General meeting will be governed by the Articles of Association.

4.5 An General Meeting may be called on the written instruction of the Chair or by written request to the Vice Chair, who will decide on the appropriateness of the meeting on a case by case basis. ~~In such case, a meeting will be called in accordance with the Articles of Association.~~

4.6 ~~A meeting will~~ A General Meeting must be ~~convened to be held not later than eight weeks after receiving the called following a request, and by giving 21 clear days' notice to from~~ members. in accordance with the Companies Act 2006.

4.7 Other meetings, including ad hoc working groups, may be arranged at the instigation of the Executive Committee or the association as required.

Directors of the association and Executive Committee

5.1 The association is managed by an Executive Committee of twelve directors, who are elected by and from ~~the membership representatives of~~ UK HEP members. These include four Executive Chair roles: Chair, Vice Chair, Vice Chair (Operations), and Vice Chair (Professional Development).

5.2 The membership will elect the directors at a quorate meeting as defined in the Articles of Association, or by formal ballot, which will be conducted as appropriate, for example by post or online, and in line with section 6 of these rules. All roles, including chair roles, will be open to nomination and election. In the case that a chair role is not filled, the Executive Committee may

Commented [JB2]: This was previously inconsistent with the relevant provisions in the Articles.

appoint a suitable member of the Executive Committee to that chair role, or in the unlikely event that there is no suitable committee member available and willing to take on the role, open a further election.

5.3 The Chair and Vice Chairs shall have the authority to act on behalf of the association and the Executive Committee between meetings, subject to the action being reported to the association or the Executive Committee, as the case may be, at its next meeting.

5.4 The Vice Chair is appointed by the Executive Committee to act as Chair if for any reason the latter is temporarily unable to carry out [his/her/their](#) duties.

5.5 Should the Chair resign [his/her/their](#) post before the end of [his/her/their](#) term, the Vice Chair shall be empowered to act as Chair for the remainder of that term of office.

5.6 When the Executive Committee does not have representation by a lead [memberrepresentative](#) from each of the devolved administrations, the Executive Committee may use co-option to obtain such representation. This is usually determined by a simple majority vote at an Executive [Committee](#) meeting.

Terms of service and election of the Executive Committee

6.1 Only one [memberrepresentative](#) per UK HEP member shall be able to stand for election as a chair or other directors, to propose or second nominations, or to vote in such elections. This will normally be the lead [memberrepresentative](#), although they may choose to delegate this to another person named within the [organisationorganisation's](#) AMOSSHE membership if they choose to. In the event that more than one individual from an institution submits a nomination or ballot papers for a single election, neither will be counted.

6.2 The Chair, Vice Chair, Vice Chair (Operations) and Vice Chair (Professional Development) shall each serve for two years where possible and shall be eligible for reappointment by the Executive Committee in the case that the normal nominations and elections process does not result in these roles being filled. They shall not serve for more than four consecutive years in the same role. Where possible the Chair and Vice Chair (Operations) roles will not be up for election at the same time to aid in business continuity for the staff team.

6.3 Other directors shall be elected for two year terms, and shall be eligible for re-election.

6.4 No director shall serve for more than eight consecutive years in any role.

6.5 Election shall normally be by online or postal ballot. Each eligible member organisation has one vote. This will normally be [exercised by](#) the lead [memberrepresentative](#), although they may choose to delegate this to another person named within the organisation AMOSSHE membership if they choose to. In the event that more than one individual from an eligible organisation submits a nomination or ballot papers for a single election, neither will be counted.

6.6 In the event of a tied vote for place on the [executiveExecutive Committee](#), the Chair plus one other member of the current [executiveExecutive Committee](#) will review and decide which candidate should take the vacant position. Criteria in making the decision can include, but is not limited to, the following; the composition of the [executiveExecutive Committee](#) for the incoming year and the need to, as far as possible, ensure representation from a diverse group of institutions; ensure as far as is reasonably possible a diverse regional voice; succession planning in the context of which other

members are due to leave **executive** Executive Committee within the next two years; succession planning in terms of the skills and experience a candidate may bring within the wider context of the current **executive** Executive Committee. Should the Chair have a conflict of interest in being involved in the decision they can, in consultation with the AMOSSHE Executive Director, be substituted **by**for another Vice Chair.

6.7 The National Office is responsible for contacting all members who are eligible for nomination not less than seven weeks before the AGM, requesting nominations for election. Nominations should be signed by the nominee and his/her proposer and seconder, and should reach the National Office by the advertised closing date, normally at least four weeks before the AGM.

6.8 Ballot papers will be sent to members with voting rights to be returned one week before the AGM. Ballot papers can be accepted by post, email, or by other methods as agreed by the Executive Committee.

6.9 If, exceptionally, it is impossible to complete the election before the AGM, elections shall take place at the AGM on the basis of nominations received by the closing date. Newly elected directors shall take up their appointments with effect from 1 August following the AGM.

6.10 Where the need arises for a mid-term election, normally the Vice Chair (Operations), in consultation with the Chair, shall make the necessary arrangements. The term of service of any person elected as a result of a mid-term election following resignation or removal shall be deemed to terminate at the time when the term of office of the individual being replaced would have terminated. This mid-term period of office shall not count towards the four-year limitation specified in paragraph 6.3, but should count towards the eight year maximum.

6.11 If a director is required to give up **his/her**their position in accordance with the Articles of Association, this fact shall be notified to the membership as soon as reasonably practicable.

6.12 Where an election is tied, the Chair will have the casting vote. Where a conflict of interest occurs the Chair may delegate this responsibility to a Vice Chair role.

Amendments to the Rules of Association

7.1 Where amendments are made to the Articles of Association **by consensus vote at an AGM or EGM**, this will be deemed a mandate for the National Office and Executive Committee to amend the Rules of Association in line with the changes to the articles. Such changes to the rules will not require formal agreement at the AGM.

7.2 Any proposals for changes to the Rules of Association that are not a direct result of other AGM votes or standard business should be made in writing to the Vice Chair (Operations) via the National Office and considered on a case-by-case basis by the Executive Committee. They may then be taken to the next AGM for ratification by the membership.

Dissolution of the association

8.1 If it appears at any time that it is desirable that AMOSSHE be dissolved, a motion will be presented from the Executive Committee for discussion and vote at the AGM or an EGM.

Commented [JB3]: The Companies Act 2006 states that articles of association are amended by special resolution (75% majority). You therefore need to secure this majority to amend the articles – either 75% of those present and voting at a GM, or 75% of the total voting members if using a written resolution.

AMOSSHE rules of association

8.2 If such a resolution shall be duly passed directing that the association shall be dissolved, such resolution shall have effect and the association's affairs shall be wound up. [The provisions of the Articles of Association relating to dissolution must be followed.](#)



AMOSSHE rules of association

The association's core values

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1.2 AMOSSHE promotes the development and sharing of good practice within Student Services in the higher education sector at a national level. AMOSSHE delivers its business in accordance with its values and strategic aims. The Executive Committee carries out its duties in accordance with the agreed Executive values. These documents are reviewed annually, and are publicly available at www.amoshe.org.uk/governance.

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- c) Higher education providers or similar bodies based outside the UK. Such members are associate members and do not have the right to vote at general meetings.
- d) Non-profit or charitable status organisations in the higher education and/or student support sectors, where the organisation has staff responsible for enabling student success, in line with AMOSSHE's aims and purpose. Such members are associate members and do not have the right to vote at general meetings.
- e) Corporate organisations in the higher education sector, where the organisation has staff who are responsible for the direct delivery of services to students (for example student accommodation staff, non-medical helpers). Such members are associate members and do not have the right to vote at general meetings.

2.3.1 Membership for UK-based higher education providers with at least 50% of the student population studying higher education is tiered depending on how many full-time equivalent higher education students the organisation has. Membership is tiered as follows:

Full-time equivalent higher education students	Membership tier	Number of named representatives
One to 3,000	Small and specialist	1 lead representative
3,000 to 10,000	Tier 1	1 lead plus 1 named core representative
10,000 to 20,000	Tier 2	1 lead plus 2 named core representative
Over 20,000	Tier 3	1 lead plus 3 named core representatives

Membership includes:

- a) The right to nominate one named lead representative to represent the organisation for membership votes, who will also usually manage the membership for the organisation. Lead representatives should be staff in leadership roles in Student Services.
- b) Tier 1, Tier 2 and Tier 3 membership also includes at least one named core representative in addition to the lead representative. Core representatives are entitled to attend and speak at general meetings, but do not vote.
- c) Named representatives are associate members in their personal capacities and obtain access to the benefits of AMOSSHE membership as part of their organisation's membership cost. However, they are not company law members and do not have voting rights in their personal capacities.

Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

For the avoidance of doubt, where a representative of a member organisation is entitled to vote on the member's behalf, the representative may vote as they think fit.

2.3.2 Membership for UK-based education providers offering some higher education courses, which account for less than 50% of the courses on offer includes one named lead representative who represents the organisation for membership votes, and usually manages the membership for the organisation and may access the benefits of the AMOSSHE membership on behalf of the member. Lead representatives should be staff in leadership roles in Student Services. Named representatives are associate members in their personal capacities and obtain access to the benefits of AMOSSHE membership as part of their organisation's membership cost. However, they are not company law members and do not have voting rights in their personal capacities. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.3 Membership for higher education providers or similar bodies based outside the UK includes one named lead representative who represents the organisation and usually manages the membership for the organisation. Lead representatives should be staff in leadership roles in Student

Services. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

2.3.4 Membership for non-profit or charitable status organisations in the higher education and/or student support sectors includes one named lead representative who represents the organisation and usually manages the membership for the organisation. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

2.3.5 Membership for corporate organisations in the higher education sector includes one named lead representative who represents the organisation and usually manages the membership for the organisation. Lead members should be staff who are responsible for the direct delivery of services to students. Organisations apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the organisation is consistent with AMOSSHE's values and aims.

Additional membership

2.4 Provided that an organisation is a member of AMOSSHE, other staff at that organisation may apply to be additional associate members to those representatives included in the core membership. Each additional member will be charged directly for an additional membership, at the fee agreed by the Executive Committee and approved at the Annual General Meeting. They will have the same membership benefits as named core members within the core membership.

2.4.1 Individuals apply to join AMOSSHE, once their employing organisation is a member, through an online application form, to be considered by the AMOSSHE Vice Chair (Operations).

Individual and student membership

2.5 Individuals who are not associated with an eligible organisation can join AMOSSHE as associate members. Two kinds of individual are eligible to become members:

- a) Freelance consultants working in the higher education sector, or professionals undertaking research into Student Services.
- b) Students taking a higher education course with a substantial connection in its curriculum to Student Services (for example, a postgraduate degree in Student Affairs or higher education management) at an AMOSSHE member institution.

2.5.1 Freelance consultants working in the higher education sector and professionals undertaking research into Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

2.5.2 Students taking a higher education course with a substantial connection in its curriculum to Student Services apply to join AMOSSHE through an online application form, to be considered by the AMOSSHE Business Ethics Committee to determine whether membership for the individual is appropriate.

Membership entitlements

2.6 AMOSSHE membership includes a range of exclusive benefits. Access to these depends on the membership category, as follows:

Member benefit	UK-based education providers with at least 50% of students studying higher education	UK-based education providers with less than 50% of students studying higher education	International higher education providers	Non-profit organisations	Corporate organisations	Individuals	Students
Access to member network (including Jiscmail)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sector updates	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Event discounts	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Member resources	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Student Services benchmarking	Yes	Yes	Yes	Yes	No	Yes	Yes
Research funding	Yes	Yes	Yes	No	No	No	No
National / regional group meetings	Yes	Yes	No	No	No	No	No
International exchanges	Yes	Yes	No	No	No	No	No

AMOSSHE, The Student Services Organisation
 Third Floor, Woburn House, 20 to 24 Tavistock Square, London WC1H 9HQ
 020 7380 6633 – www.amoshe.org.uk
 Company registration number: 4778650

Ability to become an Executive Committee member / vote in elections	Yes	Yes	No	No	No	No	No
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Annual subscription

3.1 The membership fee in respect of the following membership year shall be proposed annually by the Executive Committee based on the guidance of the Vice Chair (Operations).

3.2 Subscription fees are set per annum. For organisation memberships that commence part-way through a year, the following rates will apply:

- a) Joining between 1 August and 31 January: full fee
- b) Joining between 1 February and 31 July: 50% of fee.

3.3 The association shall appoint an auditor, based on the guidance of the Vice Chair (Operations).

3.4 A financial statement for the previous year (1 August to 31 July) shall be presented at the Annual General Meeting. Audited accounts shall be presented to the Executive Committee in advance of the submission period to HMRC and shall be made available to members at the Annual General Meeting.

Meetings of the association

4.1 The association shall hold an Annual General Meeting (AGM) usually at the National Conference. Any other meetings shall be called Extraordinary General Meetings.

4.2 Proceedings of the AGM shall be governed by the Articles of Association and may be further defined by the rules.

4.3 The AGM may include reports from the Chair or Vice Chairs, and on matters concerning the structure, organisation, operation, resourcing, professional development events and correspondence of the association.

4.4 Proceedings of a General meeting will be governed by the Articles of Association.

4.5 A General Meeting may be called on the written instruction of the Chair or by written request to the Vice Chair, who will decide on the appropriateness of the meeting on a case by case basis. In such case, a meeting will be called in accordance with the Articles of Association.

4.6 A General Meeting must be called following a request from members in accordance with the Companies Act 2006.

4.7 Other meetings, including ad hoc working groups, may be arranged at the instigation of the Executive Committee or the association as required.

Directors of the association and Executive Committee

5.1 The association is managed by an Executive Committee of twelve directors, who are elected by and from representatives of UK HEP members. These include four Executive Chair roles: Chair, Vice Chair, Vice Chair (Operations), and Vice Chair (Professional Development).

5.2 The membership will elect the directors at a quorate meeting as defined in the Articles of Association, or by formal ballot, which will be conducted as appropriate, for example by post or online, and in line with section 6 of these rules. All roles, including chair roles, will be open to nomination and election. In the case that a chair role is not filled, the Executive Committee may appoint a suitable member of the Executive Committee to that chair role, or in the unlikely event

that there is no suitable committee member available and willing to take on the role, open a further election.

5.3 The Chair and Vice Chairs shall have the authority to act on behalf of the association and the Executive Committee between meetings, subject to the action being reported to the association or the Executive Committee, as the case may be, at its next meeting.

5.4 The Vice Chair is appointed by the Executive Committee to act as Chair if for any reason the latter is temporarily unable to carry out their duties.

5.5 Should the Chair resign their post before the end of their term, the Vice Chair shall be empowered to act as Chair for the remainder of that term of office.

5.6 When the Executive Committee does not have representation by a lead representative from each of the devolved administrations, the Executive Committee may use co-option to obtain such representation. This is usually determined by a simple majority vote at an Executive Committee meeting.

Terms of service and election of the Executive Committee

6.1 Only one representative per UK HEP member shall be able to stand for election as a chair or other directors, to propose or second nominations, or to vote in such elections. This will normally be the lead representative, although they may choose to delegate this to another person named within the organisation's AMOSSHE membership if they choose to. In the event that more than one individual from an institution submits a nomination or ballot papers for a single election, neither will be counted.

6.2 The Chair, Vice Chair, Vice Chair (Operations) and Vice Chair (Professional Development) shall each serve for two years where possible and shall be eligible for reappointment by the Executive Committee in the case that the normal nominations and elections process does not result in these roles being filled. They shall not serve for more than four consecutive years in the same role. Where possible the Chair and Vice Chair (Operations) roles will not be up for election at the same time to aid in business continuity for the staff team.

6.3 Other directors shall be elected for two year terms, and shall be eligible for re-election.

6.4 No director shall serve for more than eight consecutive years in any role.

6.5 Election shall normally be by online or postal ballot. Each eligible member organisation has one vote. This will normally be exercised by the lead representative, although they may choose to delegate this to another person named within the organisation AMOSSHE membership if they choose to. In the event that more than one individual from an eligible organisation submits a nomination or ballot papers for a single election, neither will be counted.

6.6 In the event of a tied vote for place on the Executive Committee, the Chair plus one other member of the current Executive Committee will review and decide which candidate should take the vacant position. Criteria in making the decision can include, but is not limited to, the following; the composition of the Executive Committee for the incoming year and the need to, as far as possible, ensure representation from a diverse group of institutions; ensure as far as is reasonably possible a diverse regional voice; succession planning in the context of which other members are due to leave Executive Committee within the next two years; succession planning in terms of the skills and

experience a candidate may bring within the wider context of the current Executive Committee. Should the Chair have a conflict of interest in being involved in the decision they can, in consultation with the AMOSSHE Executive Director, be substituted for another Vice Chair.

6.7 The National Office is responsible for contacting all members who are eligible for nomination not less than seven weeks before the AGM, requesting nominations for election. Nominations should be signed by the nominee and his/her proposer and seconder, and should reach the National Office by the advertised closing date, normally at least four weeks before the AGM.

6.8 Ballot papers will be sent to members with voting rights to be returned one week before the AGM. Ballot papers can be accepted by post, email, or by other methods as agreed by the Executive Committee.

6.9 If, exceptionally, it is impossible to complete the election before the AGM, elections shall take place at the AGM on the basis of nominations received by the closing date. Newly elected directors shall take up their appointments with effect from 1 August following the AGM.

6.10 Where the need arises for a mid-term election, normally the Vice Chair (Operations), in consultation with the Chair, shall make the necessary arrangements. The term of service of any person elected as a result of a mid-term election following resignation or removal shall be deemed to terminate at the time when the term of office of the individual being replaced would have terminated. This mid-term period of office shall not count towards the four-year limitation specified in paragraph 6.3, but should count towards the eight year maximum.

6.11 If a director is required to give up their position in accordance with the Articles of Association, this fact shall be notified to the membership as soon as reasonably practicable.

6.12 Where an election is tied, the Chair will have the casting vote. Where a conflict of interest occurs the Chair may delegate this responsibility to a Vice Chair role.

Amendments to the Rules of Association

7.1 Where amendments are made to the Articles of Association, this will be deemed a mandate for the National Office and Executive Committee to amend the Rules of Association in line with the changes to the articles. Such changes to the rules will not require formal agreement at the AGM.

7.2 Any proposals for changes to the Rules of Association that are not a direct result of other AGM votes or standard business should be made in writing to the Vice Chair (Operations) via the National Office and considered on a case-by-case basis by the Executive Committee. They may then be taken to the next AGM for ratification by the membership.

Dissolution of the association

8.1 If it appears at any time that it is desirable that AMOSSHE be dissolved, a motion will be presented from the Executive Committee for discussion and vote at the AGM or an EGM.

8.2 If such a resolution shall be duly passed directing that the association shall be dissolved, such resolution shall have effect and the association's affairs shall be wound up. The provisions of the Articles of Association relating to dissolution must be followed.

AMOSSHE principles of decision making and representation

AMOSSHE is a professional membership organisation which represents the views and interests of its members through a variety of channels including sector meetings, projects and research, presenting at conferences and running and delivering content at our own and external sector events. This document seeks to provide guidance on how AMOSSHE should make decisions on behalf of members and how representatives of AMOSSHE should present the organisation and themselves.

Decision making principles

AMOSSHE will ask members throughout the year for their opinions and thoughts on a number of areas of work, this data will be collected through surveys, regional and national meetings, conferences, and Jiscmail and forum discussions primarily. AMOSSHE will endeavour to use the results of this knowledge to make decisions on behalf of the members on the direction of AMOSSHE as an organisation and who we will work with. We will also seek to use this information to inform presentations and representation on sector meetings.

Decisions that are made by the executive committee should:

- 1) Support the [vision and values](#) of AMOSSHE as outlined in the AMOSSHE strategy
- 2) Align with the agreed strategy of AMOSSHE which has been reviewed and approved by members
- 3) Be transparent about the potential risk of a decision to the organisation and its members
- 4) Demonstrate critical reflectiveness and responsiveness to members

Representation guiding principles

AMOSSHE recognise and appreciate the efforts of its executive volunteers and members in representing AMOSSHE at sector meetings, conferences, external events and within research boards. These guiding principles should help provide assurance and consistency for anyone who is representing the interests of AMOSSHE and its members.

In general, persons representing AMOSSHE should consider the following:

- 1) Have you been invited to represent your organisation/company, AMOSSHE or both? This should be considered when structuring and preparing your content.
- 2) When expressing views you should be transparent about whose view you are expressing, your own, your institutions or as a representative of AMOSSHE.
- 3) Further insight, research and understanding might be necessary based on content of meetings or other settings. You should seek advice and support from the AMOSSHE national office who may have this information, or be able to collate relevant information for your situation, or provide you with the opportunity to discuss this with relevant sector colleagues to ensure that the AMOSSHE narrative is well founded.
- 4) If you are presenting on behalf of AMOSSHE then the AMOSSHE logo should be the principle logo on any presentation, institutional logo's can also be included in a less prominent manner. If your organisation is the principle organisation you are representing then AMOSSHE can be a secondary logo in your presentations where appropriate.

Roles and Responsibilities Principles

Integrity / Honesty

Integrity means that individuals must avoid putting themselves under any inappropriate influence from other individuals or organisations in their decision-making. They should not act or take decisions which might lead to any financial or material gain for themselves, their family or friends. They must declare and resolve any interests and relationships. Honesty means that individuals should be truthful and abide by the standards set by AMOSSHE through our organisational values.

Appropriate consultation/soundings before discussions begin

It is critical that decisions are given proper consideration and consultation to ensure executive committee members are acting in the best interests of AMOSSHE and its members. This means providing adequate time for decision making and opportunities for informal discussions and debate where appropriate to enable collective or individual decisions are well founded, considered and delivered.

Constructive debate

Constructive debate means the ability for individuals to express their opinions within a supportive, improvement led environment to ensure that decisions are made in the best interest of AMOSSHE and its members.

Objectivity in decision making

Objectivity means that executive committee members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias. Objectivity is the principle that requires executive committee members to act with impartiality, without discrimination, using the best available evidence to inform their decisions such as awarding a contract or endorsing research proposals.

Openness

Executive committee members should act and take decisions in an open and transparent manner. Information should not be withheld from the members unless there are clear and lawful reason for so doing so. Transparency allows the members to understand when and how decisions are made.

Circle of confidentiality

Executive members are able to express opinion, debate and discuss and refine elements of work for AMOSSHE within a safe space where these views can be explored before becoming a formal element of AMOSSHE work. This would include but not be limited to discussions about research proposals and policy direction.

Individual Responsibility

AMOSSHE executive members should be:

- Appropriately prepared for meetings
- Keep to agreed deadlines
- Guard against over-committing
- Support each other as 'critical friends'

Collective accountability for agreed decisions

Accountability means executive committee members are accountable to the members for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this such as through Annual General Meetings (AGM) and Emergency General Meetings (EGM).

Work-life balance

Through the work of AMOSSHE we know the importance of a suitable work-life balance. AMOSSHE work is voluntary and can be performed out of hours or through an agreed working structure with your salaried role. Individuals need to be aware that the contribution levels may change over the course of the year and that it is important to manage your work and ensure you take care of yourself and care of your own staff teams.

Leading by example

Demonstrating ethical leadership when things go well and when things go badly is what is expected from members. If you are an executive committee member, you are expected to lead by example and also to call out poor ethical behaviour wherever you find it.

Framework for decision making on aspects of work outside previously agreed working structures

This framework should only be used to evaluate work and/or statements that might be considered to match any of the following factors:

- 1) Work/statements that could significantly impact our reputation and lead to longer term increased workload such as increased media attention, creating public statements and responses etc.
- 2) Work/statements that would alter the current workload for AMOSSHE to the extent that we may need to consider replacing some current workload to achieve this.
- 3) Work/statements that may alter our longer term strategy/workload.

Smaller adhoc pieces of work or responsibility that would have a small impact on the work of AMOSSHE such as representing AMOSSHE on working groups or endorsing programmes of activity that are generally well supported by our members shall be subject to discussion and agreement by the chairs team and the executive committee if the chairs team deem this to be necessary.

This framework is based around a series of questions that should be considered and answered to determine if AMOSSHE should get involved in work that is deemed extensive to implement or might significantly alter or impact current and ongoing work. This work should be evaluated to ascertain if this falls outside the current work of AMOSSHE, detailed through our strategy, working groups and actions agreed through the executive committee. This framework should also be used to determine what would be an appropriate course of action in the event that we move ahead with completing the work. It should be clear what we are trying to achieve, who is responsible and when this should be completed by. It is assumed that the person highlighting the work should attempt to complete the questions before passing this on to the Executive Director to start the process of communicating this to the executive committee.

Key questions to be asked / answered:

- 1) What is the work currently being considered?
- 2) Does this align with AMOSSHE's values and principles?
- 3) Does this work impact a majority or a minority of members of AMOSSHE (this might help determine if and why we are doing it)?
- 4) Does/will this work impact the reputation of AMOSSHE or the significance of work already in progress?
- 5) How would moving ahead with this work impact the AMOSSHE National Office Staff and the Executive Committee, can we realistically achieve this?
- 6) If AMOSSHE moved ahead with this work what could the potential impacts / consequences? (for example, if it were something controversial would we likely get a lot of publicity for doing this and could we manage the work this entails?)
- 7) Is this, or any aspect of this work currently being covered under core AMOSSHE work (such as CPD, National Conference, groups AMOSSHE represents members on etc)
- 8) Does this work align with our strategic priorities?
 - a. If yes is this element of the work currently underway or scheduled for later on in the strategic journey?

Once these questions have been considered / answered the executive committee or designated sub-group should determine based on the answers whether AMOSSHE should consider further work on this. If the answer is yes:

- 1) What does this work look like? Agree actions.
- 2) Should this be prioritised, if so where does this fall within current schemes of work?
- 3) Who is responsible for this work both from the AMOSSHE National Office and from the Executive Committee?
- 4) When would this need to be completed by?
- 5) Would there likely be any further work that is likely to be required such as calls from newspapers? Statements for press etc?
- 6) Measures of success?

Framework

Question	Yes	No	Maybe	Notes
What is the work currently being considered?				
Does this align with AMOSSHE's values and principles?				
Is this, or any aspect of this work currently being covered under core AMOSSHE work (such as CPD, National Conference, groups AMOSSHE represents members on etc)				
Does this work align with our strategic priorities?				
If yes is this element of the work currently underway or scheduled for later on in the strategic journey?				
Does this work impact all members or some members of AMOSSHE (this might help determine if and why we are doing it)?				
How would moving ahead with this work impact the AMOSSHE National Office Staff and the Executive Committee, can we realistically achieve this?				
Does/will this work impact the reputation of AMOSSHE or the significance of work already in progress?				
If AMOSSHE moved ahead with this work what could the potential impact be? (for example, if it were something controversial would we likely get a lot of publicity for doing this and could we manage the work this entails?				
When would it need to be completed by?				

If the decision is to proceed:

What does this work look like? Agree actions.	
Should this be prioritised, if so where does this fall within current schemes of work?	
Who is responsible for this work both from the AMOSSHE National Office and from the Executive Committee?	
Would there likely be any further work that is likely to be required such as calls from newspapers? Statements for press etc?	
When would this need to be completed by?	
Measures for success?	