

AMOSSHE Extraordinary Meeting (EGM)

19 March 2021, held online via zoom, 10:30am – 11:15am

Agenda

- 1) Chair opening remarks
- 2) Overview of the changes to the Articles and Rules of Association
- 3) Questions and votes
- 4) Any Other Business
- 5) Closing remarks including information on AMOSSHE elections

How to navigate this paperwork

This paperwork has been created to enable you to switch easily between the documents online. You will find links throughout this document navigating you to the specific sections for review and also back to the main index. This enables you to read as little as you want but also to concentrate on specific areas easily if this is your preference.

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Frequently Asked Questions

Why do we need an EGM?

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- AMOSSHE's Articles of Association is a legal document that provides details on how AMOSSHE as a company limited by guarantee should conduct itself.
- The Rules of Association is a document that provides further clarity to the Articles when it comes to practically implementing the details within the Articles.
- After an external review of both the Articles and Rules by a solicitor it was clear that we needed to make some legal changes to the documents to ensure we continued to stay compliant with UK company law.
- We are unable to wait until the virtual Annual General Meeting (AGM) in July to enact these changes, because the current relief of restrictions on the ability to hold AGMs virtually in place of physical meetings (unless specifically stated in your Articles) comes to an end on 31 March 2021.

Has much changed?

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- There are 6 major changes to the Articles of Association that will need individual votes at the meeting to pass.
- There are many minor alterations to both sets of documents that do not change the description or nature of them but instead help make the documents clear, concise and easier to navigate. For example ensuring consistency of numbering, and the description of the Executive Committee, replacing where it may have said Executive Board.
- There are 2 sets of documents.
 - Set of new documents
 - Set of original documents
- These documents have been reviewed by the law firm Russell-Cooke after a short tender process.
- These changes were then discussed, reviewed and agreed by the Executive Committee as fit for purpose before being prepared for the EGM so we are confident that they are appropriate for AMOSSHE.

Do I need to read all the papers?

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- It is up to you if you want to read through them all, there is a lot to go through. You will be asked to vote on the 6 major changes to the documents and to approve the minor alterations in a 7th vote.
- We will not have time to go through the details within the EGM so you should ensure you have time in advance of the meeting to go through them, we also strongly encourage questions in advance.

What happens if we don't make the changes?

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- AMOSSHE will not have the ability to hold an AGM this summer as all AMOSSHE events are virtual this academic year and we would not ask members to travel across the country for an hour long meeting.

- We would therefore not be able to confirm the company accounts and any changes to membership fees before the coming year.
- We could provide a general update to members on what has been happening but no business could be conducted until July 2022 when we are looking to hold our National Conference in person again.

What happens if the EGM is not quorate?

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- For any vote to pass, the EGM must be quorate. This means that the EGM is attended by members representing at least 25 UK higher education providers.
- For a vote to pass, at least 70% of those 25 members must vote in favour.

1) Resolution 1: Addition of virtual and hybrid general meetings

[Specific article](#)

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- 1.1) To enable AMOSSHE to have an AGM this summer we need to include a specific section in the Articles about Virtual AGM's.
- 1.2) The included amendment details:
 - Description of a [virtual and hybrid general meeting](#).
 - Describes that you should be able to hear the chair and other representatives speak, have the ability to speak to them and have the ability to vote at the time of the virtual meeting.
 - Confirms that all notices and provisions of general meetings are the same whether the meeting is physical or virtual.
 - That the association needs to be able to identify the individuals at the meeting and those taking part in voting.
 - Ensure that all reasonable steps are taken in holding the general meeting virtually and amending the provisions around etiquette and communication as is appropriate to make this happen.

2) Resolution 2: Removing 'Ltd' from AMOSSHE, The Student Services Organisation Ltd

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- 2.1) AMOSSHE is required to display the 'Ltd' part of the official title on all business documents, business communications and the website.
- 2.2) This includes formal meeting documents, invoices, formal letters, parts of the website and other appropriate areas.
- 2.3) We can apply to Companies House for an exemption from using Ltd in our title for aesthetic purposes.
- 2.4) The Articles of Association have been structured to enable us to meet the requirements for Companies House. This includes the addition of: [Name and Objects](#), [Use of Property and Funds](#) and [Winding Up](#) sub sections of the document.
- 2.5) Removing 'Ltd' would not change our standing as a company limited by guarantee. It is for the purposes of allowing organisations like ourselves that are structured more like a charity rather than a profit-making organisation to appear to have a more appropriate name within the wider sector.
- 2.6) The members would need to vote on approving to remove Ltd from our title before we apply for the exemption.

3) Resolution 3: Inclusion of Names and Objects and Powers sections

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3.1) These sections were in the original Articles of Association but removed in a later amendment, a summary of each section is below:

- [Names and Objects](#) provides details of where the main office of AMOSSHE is based, the official name of the Association and a summary description of what we do (the Objects).
- [Powers](#) describe some types of activities that the Executive Committee have the power to do in order to further the objects of the association such as;
 - Having the ability to enter into contracts with external parties
 - To promote and advertise the activities of the association
 - To receive and provide grants or other contributions

4) Resolution 4: Company law members

[Specific article](#)

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4.1) AMOSSHE needed to make it more explicit who our company law members are.

4.2) [Company law members](#) are those who have voting rights for AMOSSHE, specifically those who can vote on changes to Articles of Association and related governance.

4.3) Company Law members also have a limited liability of £1 per UK Higher Education Provider (UK HEP) member in the event that AMOSSHE would need to wind up.

4.4) We have defined company law members as UK Higher Education Providers as specified [here](#) on the website. We have not changed who can vote, this table remains the position of AMOSSHE. For the purposes of the Articles of Association the HEP would be the company law member, the lead member within your HEP would be classed as the lead representative within these Articles and therefore would be the person responsible to make these decisions on behalf of the HEP.

For the purposes of the members the below interprets the wording from the Articles into our current (and continuing) member descriptions.

- 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 members, corporate, individual, student, non-profit members) = Associate members

5) Resolution 5: No legal requirement for a general meeting

[Specific article](#)

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5.1) According to the Companies Act 2006 there is no legal requirement to hold a general meeting annually.

5.2) Although this is the case the Executive Committee felt we should continue to require one for the foreseeable future. It was deemed that this was an important element of the association being accountable to its members. Therefore, the following has been added to the Articles of Association:

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.

6) Resolution 6: Remuneration of directors

[Specific article](#)

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6.1) The commissioning of work by an Executive Committee member in point 15.2 is a new section and was suggested by the solicitors, this enables the Executive Committee to commission another Executive Committee member to be paid to complete work for AMOSSHE.

6.2) AMOSSHE is a small community of experts which makes it unique, the inclusion of this amendment was to safeguard AMOSSHE if we found ourselves in the position of a director being best placed to offer their services to support the work of AMOSSHE. For example, the Executive Committee might need someone to provide specific support for work on a project where a member of the Executive Committee might be best placed to support with their expertise and time.

7) Other alterations to the Articles and Rules of Association

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7.1) Other amendments to the Articles of Association:

- References to shares and shareholders have been removed as not relevant to AMOSSHE.
- Further details of [written resolutions](#) in point 7.14 have been added (as required by Companies Act 2006)
- A section on [limited liability and guarantee](#) has been added alongside [use of property and funds](#) and [winding up](#). This section explains that as a company law member you are liable for £1 in the event that the organisation has to wind up.
- Numbering of each line has been made consistent throughout the document
- Changes have been made throughout the document to update language in the Interpretation section at the beginning of the document, this is to provide consistency throughout both documents.
- The wording around [removal of a Director](#) has been simplified to ensure it is clearer on the action that can be taken

7.2) Other amendments to the Rules of Association

- Further clarification has been added to the [types of membership](#) in respect of company law members and all other members.
- [Amendments to the Rules of Association](#) is clearer, that this can be completed by the Executive Committee but would go to the next AGM for ratification.
- An additional point has been included so that the Chair and one other Director has the casting vote in the [event of a tied election \(point 6.12\)](#). A series of considerations would be used to determine the most appropriate person to represent AMOSSHE including looking at diversity of regions and nations and knowledge gaps within the existing Executive members.

AMOSSHE articles of association

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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

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

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

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

The Association exists to foster professional expertise across all areas of the student experience and services that support students in higher education. All organisations and individuals associated with

membership of the Association should be engaged in some aspects of the Student Services profession, either currently or as the main focus of their previous career.

Powers

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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

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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

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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 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 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. [Back to other alterations](#)

Virtual and Hybrid General Meetings

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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

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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.amosshe.org.uk/governance.

Directors' remuneration

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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](#)

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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](#)

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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](#)

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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.

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AMOSSHE articles of association

Company registration number 4778650

COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY

GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE ASSOCIATION OF MANAGERS OF STUDENT SERVICES IN HIGHER EDUCATION

(known as AMOSSHE, The Student Services Organisation)

INTERPRETATION

1.1 In these articles:

- "the Association" means the company intended to be regulated by these articles;
- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- "the Articles" means the Articles of Association of AMOSSHE from time to time in force;
- "the Board" means the Executive Committee;
- "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "Directors" means the Executive Committee;
"executed" includes any mode of execution;
- "the Memorandum" means the Memorandum of Association of AMOSSHE from time to time in force;
- "Office" means the registered National Office of AMOSSHE;
- "the United Kingdom" means Great Britain and Northern Ireland.

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

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

1.4 AMOSSHE exists to foster professional expertise across all areas of the student experience and services that support students in higher education. All institutions 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

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

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

2.3 Any eligible UK higher education provider (HEP) may apply for institutional membership. An eligible HEP is an institution that delivers primarily higher education level teaching with a significant student population in higher education. Institutional membership confers full voting rights.

2.4 The Directors may also admit other organisations, including organisations that do not meet eligibility criteria contained in Article 2.3 above and organisations from abroad, as professional affiliate or international members. The Directors may also admit persons whom they consider fit as honorary members.

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

2.6 Honorary, professional affiliate and international members are entitled to receive notices and attend meetings but have no votes.

TERMINATION OF MEMBERSHIP

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

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

3.3 The Directors may reclassify the membership of an institutional member that ceases to fulfil the eligibility criteria contained in Article 2.3 above.

3.4 Any institution or organisation shall remain liable for any monies due to

AMOSSHE at the time when it ceases to be a member.

GENERAL MEETINGS

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

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

NOTICE OF GENERAL MEETINGS

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

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

PROCEEDINGS AT GENERAL MEETINGS

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

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

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

11. If no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting,

the members present and entitled to vote shall choose one of their number to be Chair.

12. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business 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 of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

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

(a) by the Chair; or

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

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

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

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

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

18. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands, and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

19. No notice need be given of a poll not taken forthwith, if the time and place at

which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

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

VOTES OF MEMBERS

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

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

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

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

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

- (a) in the case of an instrument in writing, be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting, or in any instrument of proxy sent out by the company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (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:
 - i. in the notice convening the meeting; or
 - ii. in any instrument of proxy sent out in relation to the meeting; or
 - iii. in any invitation contained in an electronic communication to appoint proxy issued in relation to the meetingbe 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 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.

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

NUMBER OF DIRECTORS

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

POWERS OF DIRECTORS

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

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

DELEGATION OF DIRECTORS' POWERS

30. The Directors may delegate any of their powers to any committee consisting of one or more Directors, or to staff of the National Office. They may also delegate to any Director holding executive office such of their powers as they consider desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with, or to the exclusion

of, their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the conduct of Directors so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF DIRECTORS

31. Directors shall be appointed and shall retire in accordance with rules made in general meetings.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

32. The office of a Director will normally be vacated if:
- (a) they cease to be employed by an organisation with AMOSSHE membership for a period of more than three months, or if their employing institution ceases to be an AMOSSHE member; or
 - (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - (c) he/she is, or may be, suffering from mental disorder and either:
 - i. he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs; or
 - (d) he/she resigns his/her office by notice to the company; or
 - (e) he/she shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his/her office be vacated.

DIRECTORS' REMUNERATION

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

DIRECTORS' EXPENSES

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

DIRECTORS' APPOINTMENTS AND INTERESTS

35. Subject to the provisions of the Act, the Directors may appoint one or more

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

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

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

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

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

36.2 For the purposes of this Article:

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

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

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

MEETINGS OF THE BOARD

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

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

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

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

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

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

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

MINUTES

44. The Directors shall cause minutes to be made:
- (a) of all appointments of officers made by the Directors; and
 - (b) of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

NOTICES

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

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

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

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

INDEMNITY

49. Subject to the provisions of the Acts, but without prejudice to any indemnity to which he/she may otherwise be entitled, every Director of AMOSSHE shall be indemnified out of the assets of AMOSSHE against all costs, charges, expenses, losses, damages and liabilities incurred by him/her in or about the execution of his/her duties or the exercise of his/her powers, or otherwise in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred by him/her in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him/her as an

officer or employee of AMOSSHE, in which judgment is given in his/her favour, or in which he/she is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his/her part, or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of AMOSSHE.

RULES

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

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

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

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

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

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

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

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

50.3 AMOSSHE in general meeting shall have the power to alter, add to or repeal the rules or 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 memorandum or the Articles.

AMOSSHE Rules of Association

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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.amosshe.org.uk/governance.

Membership categories

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

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. [Back to alterations](#)

[Amendments to the Rules of Association](#)

[Back to other alterations](#)

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.

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[AMOSSHE rules of association](#)

1 The association's core values

- 1.1 AMOSSHE is the UK Student Services Organisation. It informs and supports the leaders of StudentServices, and represents, advocates for, and promotes the student experience.
- 1.2 AMOSSHE promotes the development and sharing of good practice within Student Services in the higher education sector at a national level. It holds several training events throughout the year, an annual conference, provides policy briefings for members, and facilitates regional, national and special interest discussions. It works closely with influential sector groups and policy makers to promote and represent our members' interests.
- 1.3 AMOSSHE delivers its business in accordance with its 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.

2 Membership categories and their entitlements

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.

2.1 Ordinary UK membership

- 2.1.1 Membership of the association will be on an institutional basis, and is available to eligible UK higher education providers (HEPs). An eligible HEP is an institution that delivers primarily higher education level teaching provision, and normally at least 50% of whose student population is studying higher education. Ordinary membership entitles the member institution to nominate one lead member and additional memberships in accordance with the pricing structure. Benefits will be as follows:
 - Professional training events (participation and member discounts)
 - Annual conference (participation and member discounts)
 - Knowledge communities
 - Regional / national groups
 - International exchange programme
 - Policy briefings and summaries
 - Exclusive access to members' resources on the AMOSSHE website
 - Influencing UK higher education policy

- Tailored sector news and information
- Members' survey
- Leading the Student Services sector
- Vote on organisational issues
- Contribution to the Executive Committee work as a member of the committee

2.1.2 Provided that a HEP is a member of AMOSSHE, other staff at that institution may apply to be additional members to those included in the core membership. Each such 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 additional members within the core membership.

2.1.3 Affiliate membership may be considered for those organisations that do not meet the eligibility criteria as stated in paragraph 2.1.1. Dependent on the type of organisation or individual, benefits may include:

- Subscription to the general JISCmail mailing list
- Access to the members' section of the AMOSSHE website
- Access to publications
- Option to attend general training days and the annual conference at the members' rate
- Regional / national networks
- Research funding

2.1.4 Affiliate membership does not confer voting rights.

2.2 International membership of the association

2.2.1 International HEPs shall be entitled to international institutional membership, which provides the same membership benefits as UK HEP membership.

2.2.2 International membership includes provision for one lead member only. Additional memberships may be purchased at the additional membership rate. International membership does not confer voting rights.

2.2.3 Application for a new organisation to join AMOSSHE will be via application form, to be considered by the Vice Chair (Operations).

2.3 Additional membership

2.3.1 Application for additional members to join AMOSSHE, once their employing organisation is a member, will be via the website or direct to the National Office.

3 Criteria for acceptance of new members to AMOSSHE ordinary

membership

- 3.1 The institution shall nominate a lead member, who is likely to hold managerial responsibility for a significant portfolio of Student Services provision. These may cover any range of Student Services; for example, the ten most cited areas of responsibility in the AMOSSHE members' survey 2017 are:

• Counselling	• General advice
• Wellbeing	• Support policy
• Disability	• Hardship funding
• Mental health	• Care leavers
• Dyslexia support	• Financial advice

4 Annual subscription

- 4.1 The institutional 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).
- 4.2 Subscription fees are set per annum. For organisation memberships that commence part way through a year, the following rates will apply:
- 4.2.1 Joining between 1 August and 31 January: full fee
- 4.2.2 Joining between 1 February and 31 July: 50% of fee.
- 4.3 The association shall appoint an auditor, based on the guidance of the Vice Chair (Operations) and as agreed at the Annual General Meeting.
- 4.4 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 by its January meeting and shall be made available to members.

5 Meetings of the association

The association shall hold an Annual General Meeting (AGM) at the annual conference. Any other meetings shall be called Extraordinary General Meetings.

5.1 Annual General Meeting

- 5.1.1 Proceedings of the AGM shall be governed by the Articles of Association unless further defined by the rules.
- 5.1.2 The AGM may include reports from the Chair, the Vice Chair (Operations), and on matters concerning the structure, organisation, operation, resourcing and correspondence of the association.

5.2 Extraordinary General Meeting

- 5.2.1 Proceedings of an Extraordinary General meeting will be governed by the Articles of Association.
 - 5.2.2 An Extraordinary 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.
 - 5.2.3 A meeting will be convened to be held not later than eight weeks after receiving the request, and by giving 21 clear days' notice to members.
- 5.3 Other meetings, including ad hoc working groups, may be arranged at the instigation of the Executive Committee or the association as required.

6 Officers of the association and Executive Committee

- 6.1 The association is managed by an Executive Committee of twelve directors, who are elected by and from the membership.

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 online, and in line with section 7 of these rules. All roles, including officer roles, will be open to nomination and election. In the case that an officer role is not filled, the Executive Committee may appoint a suitable member of the Executive Committee to that officer post, or in the unlikely event that there is no suitable committee member available and willing to take on the role, open a further election.

- 6.2 The Chair 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.
- 6.3 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 duties.
- 6.4 Should the Chair resign his/her post before the end of his/her term, the Vice Chair shall be empowered to act as Chair for the remainder of that term of office.
- 6.5 When the Executive Committee does not have representation by a lead member from each of the devolved administrations, the Executive Committee may use co-option to obtain such representation.

7. Terms of service and election of the Executive Committee

- 7.1 Only one member per member institution shall be eligible to stand for election as officers or other directors, to propose or second nominations, or to vote in such elections. This will normally be the lead member, although they may choose to delegate this to another person named within the institutional 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.

- 7.2 The Chair, Vice Chair, Vice Chair (Operations) and Vice Chair (Professional Development) shall each serve for two years 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 office.
- 7.3 Other directors shall be elected for two year terms, and shall be eligible for re-election, but no director shall serve for more than eight consecutive years in any role.
- 7.4 Election shall normally be by online or postal ballot. Each member institution has one vote. This will normally be the lead member, although they may choose to delegate this to another person named within the institutional AMOSSHE membership if they choose to. In the event that more than one individual from an institution submits nomination or ballot papers for a single election, neither will be counted.
- 7.4.1 The National Office is responsible for contacting all lead members / members with voting rights 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.
- 7.5 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, by fax or by email.
- 7.6 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.
- 7.7 Where the need arises for a mid-term election, 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 sub-paragraph 7.2, but should count towards the eight year maximum.
- 7.8 If a director is required to give up his/her position in accordance with the Articles of Association, this fact shall be notified to the membership as soon as reasonably practicable.

8 Amendments to the rules of association

- 8.1 Where amendments are made to the Articles of Association by consensus vote, 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.
- 8.2 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.

9 Dissolution of the association

- 9.1 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.
- 9.2 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.

EGM Minutes 2021

In attendance:

Claire	Slater	University of Bristol
Honor	Rhodes	University of Cumbria
Paul	Henderson	Norland College
Hannah	Bannister	Imperial College London
Rebecca	Harrison	New College of the Humanities
Keith	Houghton	University of Law
Caroline	Persaud	Goodenough College
Caryn	Thorogood	University of Worcester
Paul	Rossi	University of the Arts London
Kelsey	Coward	Cardiff University
Sara	Gallagher	Bath Spa University
Nic	Streatfield	University of East London
Denise	Eaves	University of Nottingham
Julie	Grant	Glasgow School of Art
Jon	Elsmore	University of Birmingham
Benjamin	Parsons	AMOSSHE, The Student Services Organisation
Yvonne	Turnbull	Liverpool John Moores University
Patt	Wrangles	University of Brighton
Paula	Harrison Woods	Liverpool University
Ria	Bourne	Bader International Study Centre
Rotimi	Akinsete	University of the Arts London
Andy	Shanks	Edinburgh University
Fran	Radcliffe	Cranfield University
Helen	Groenendaal	Royal Holloway University
Kara	Joynson	University of Chester
Iain	Morrison	University of the Highlands and Islands
Sian	Howarth	Newman University
Kerry-Ann	Randle	Bournemouth University
Kirsty	Palmer	Cardiff Metropolitan University
Jayne	Aldridge	Sussex University
Matt	Mills	Huddersfield University
Angela	Gardiner	University of Hull
Mel	Fox	Coventry University
Craig	Best	University of Sheffield
Sally	Ingram	Newcastle University
Lara	Meischke	University of St Andrews
John	Bloomfield	AMOSSHE, The Student Services Organisation
Victoria	Frost	London School of Economics
Simon	Lee	Teesside University
Fay	Sherrington	Edgehill University

Campbell	Powrie	Heriot Watt University
Iliyan	Stefanov	University of Wolverhampton
Helen	McNeely	Queens University Belfast
Lesley	O'Keeffe	Brunel University London
Anya	Knight	AMOSSHE, The Student Services Organisation
Chris	Warrington	University of Leeds

Apologies

Chris	Warrington	University of Leeds
Richard	Stephenson	Coventry University
David	Dickenson*	Falmouth Exeter Plus
Manuel	Alonso	Loughborough University
Jill	Stevenson	University of Stirling
Sarah	Cavendish	University of Leicester
Sara	Ragab	University of Greenwich
John	Gallally	Royal College of Art
Claire	Gandy*	Sheffield Hallam University
Kerry	Matthews	University of Southampton

*Voted using online voting ballot in advance of the meeting

Agenda

- 1) Chair opening remarks
- 2) Overview of the changes to the Articles and Rules of Association
- 3) Questions and votes
- 4) Any Other Business
- 5) Closing remarks including information on AMOSSHE elections

Chair opening remarks

Jayne Aldridge opened the meeting and thanked those in attendance for taking the time to vote on these papers. Jayne talked through the structure of the meeting and how to vote on resolutions.

Overview of the changes to the Articles and Rules of Association

Helen McNeely summarised the need for the EGM and why the changes were needed now. Helen continued to summarise each of the noted resolutions before asking members to vote on each one.

Unfortunately we did not have enough time to conclude our work on Resolution 6 and the consistency and clarification changes. These will be discussed and voted upon in the 2021 AGM.

Poll results for each resolution

Resolution 1: To include the addition of virtual and hybrid general meetings into the Articles of Association as detailed in the EGM papers.

Results	
Yes	30
No	0
Abstain	1
TOTAL Votes	31

Resolution 2: To mandate the Executive Committee to apply for exemption to Companies House to remove 'Ltd' from our name.

Results	
Yes	31
No	0
Abstain	1
TOTAL Votes	32

Resolution 3: To include the addition of the names and objects and powers sections into the Articles of Association as described in the EGM papers.

Results	
Yes	31
No	0
Abstain	1
TOTAL Votes	32

Resolution 4: To agree to the description of company law members and the limited liability as defined in the Articles or Association.

Results	
Yes	31
No	0
Abstain	1
TOTAL Votes	32

Resolution 5: To include the addition of the requirement to hold an annual general meeting within the Articles of Association as described.

Results	
Yes	30
No	0
Abstain	0
TOTAL Votes	30

Resolution 6: To include the addition of point 15.2 under Remuneration of Directors in the Articles of Association

A question was raised by a member asking if we would consider additional safeguards when making decisions to award a fellow Executive member a project. There were a couple of suggestions that AMOSSHE are taking forward on this:

- Potentially publishing details of expected projected agreements to the membership and provide them time to query and consider the decision made by members.
- We would also look to create a group of members to assess and award projects of this nature separate to the executive committee.

Results	
Yes	22
No	2
Abstain	6
TOTAL Votes	30

Any Other Business

There was no other business raised.

Closing remarks including information on AMOSSHE Executive elections

Jayne Aldridge announced that the AMOSSHE Executive Committee elections would be running again this year and that members should look for information coming out in April.

Jayne Aldridge thanked everyone for their time and closed the meeting.