

Company No. 01610999

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ASET (1982) LIMITED

(as adopted by special resolution passed on 8th September 2020)

INTERPRETATION

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Act:	the Companies Act 2006.
Articles:	the articles of association of the Association from time to time in force.
Association:	ASET (1982) Limited.
Directors:	the directors of the Association from time to time and Director shall be construed accordingly.
Member:	a member of the Association from time to time and Membership shall be construed accordingly.
Officers:	those Directors elected pursuant to and in accordance with article 48 of these Articles.
President:	an individual appointed as president of the Association in accordance with article 46 of these Articles.
Subscription:	such sum in respect of Membership of the Association as is decided from time to time by the Directors.
United Kingdom:	Great Britain and Northern Ireland.
written:	written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form (as defined by Section 1168 of the Act) and in writing shall be construed accordingly.

and words importing and singular number only shall include the plural number and vice-versa;

words importing one gender shall include masculine, feminine and neutral genders; and

subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

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2. The Association shall not make any dividend, gift, distribution or bonus in money or otherwise to or between any of its Members, except as authorised by the memorandum of association as set out at articles 83 to 85 (inclusive) of these Articles.
3. The Association is established for the object expressed in the memorandum of association of the Association, as set out at articles 83 to 85 (inclusive) of these Articles.
4. The number of Members with which the Association proposes to be registered is 500, but the Directors may from time to time register an increase of Members.
5. The subscribers to the memorandum of association and such other persons as the Directors shall admit to Membership in accordance with the provisions of these Articles shall be Members of the Association.
6. Membership is open to individuals or organisations who:
 - (a) apply to the Association in the form required by the Directors; and
 - (b) are approved by the Directors.
7.
 - (a) The Directors may refuse an application for Membership only if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
8. The Directors may establish different classes of Membership with differing rights and obligations and shall record the rights and obligations in the register of Members.
9. The Directors may not directly or indirectly alter the rights or obligations attached to a class of Membership.
10. The rights attached to a class of Membership may be varied only if:
 - (a) three-quarters of the Members of that class of Membership consent in writing to the variation; or
 - (b) a Special Resolution is passed at a separate general meeting of the Members of that class of Membership agreeing to the variation.
11. The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Membership.
12. The rights and privileges of Membership shall be specific to the Member and shall not be transferable or transmissible by his own act or by operation of law.

TERMINATION OF MEMBERSHIP

13. A Member shall continue to be a Member until he shall cease to be a Member under any of the provisions of these Articles.

14. Any Member, providing he is under no liability to the Association, may by notice in writing, served upon the Association at any time, resign his membership and his resignation shall take effect forthwith upon such service being affected.
15. Membership is automatically terminated if the Member dies or, if it is an organisation or an institution, it ceases to exist.
16. A Member may be removed from Membership by a resolution of the Directors that it is in the best interests of the Association that his or her or its Membership is terminated. A resolution to remove a Member from Membership may be passed only if:
 - (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Association) has been allowed to make representations to the meeting.
17. Any Member who fails to pay any Subscription within the terms and conditions of the subscription renewal will automatically be suspended from all rights and privileges of Membership.

GENERAL MEETINGS

18. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other general meeting in that year and shall specify the meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
19. The Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act.

NOTICE OF GENERAL MEETINGS

20. (a) The minimum periods of notice required to hold a general meeting of the Association are:
 - (i) twenty-one clear days for an Annual General Meeting;
 - (ii) fourteen clear days for all other general meetings.
- (b) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Act.
- (d) The notice must be given to all the Members and all the Directors and the auditors (if any).

21. The accidental omission to give notice of a general meeting to or the non-receipt of a notice of a general meeting by, any institution, organisation or individual entitled to receive notice shall not invalidate the proceedings at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. The business of an Annual General Meeting shall be:-
- (a) to receive the nominations for the position of Director of the Association, to note those standing down and to vote on the received nominations;
 - (b) to receive and consider the Accounts, the Balance Sheet and the Report of the Directors and the Auditors;
 - (c) if so required, to appoint Auditors and fix their remuneration;
 - (d) to receive reports on progress of the Association and on the future development thereof; and
 - (e) to transact any other business which under these Articles ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting shall be deemed Special.

23. No business shall be transacted at any general meeting unless a quorum is present, or have provided their proxy vote, when the meeting proceeds to business. A quorum is equal to twice the number of Directors plus one, to ensure the Member retains ultimate control of the Association.
24. If within half an hour from the time appointed for the holding of a general meeting a quorum is either not present or accounted for in proxy votes the meeting shall stand adjourned to an alternative time and place appointed by the Chair of the meeting, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
25. The Chair of the Association or in their absence the Vice-Chair of the Association shall act as Chair of the Meeting. If neither such person shall be present within fifteen minutes after the time appointed for holding the meeting the Members present and entitled to vote shall choose someone of their own number who is present and willing to preside.
26. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of a general meeting.
27. At any general meeting all Members, except honorary Members, are entitled to vote and may do so in person through a show of hands or by proxy through the Chair of the meeting. In the case of institutional or organisational Members, a representative who is employed or given authority by that institution or organisation may cast that Member's vote by either of these methods.
28. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the Chair of the meeting; or
 - (b) by at least two Members present in person or by proxy and having the right to vote at the meeting.

29. The declaration by the Chair of the meeting of the result of a vote shall be conclusive unless a poll is demanded.
30. The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
31. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chair of the meeting.
32. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
33. A poll must be taken as the Chair of the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll.
34. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
35. A poll demanded on the election of a person to Chair the meeting or on a question of adjournment must be taken immediately.
36. A poll demanded on any other question must be taken either immediately or at such time and place as the Chair of the meeting directs.
37. In the case of an equality of votes, whether by a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote, unless the matter subject to the vote is one in which the Chair of the meeting has an interest.
38. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

WRITTEN RESOLUTIONS

39. A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible Member;
 - (b) a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office of the Association within the period of 28 days beginning with the circulation date.
40. A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
41. In the case of a Member that is an institution or an organisation, its authorised representative may signify its agreement.

DIRECTORS OF THE ASSOCIATION

42. The business of the Association shall be managed by the Directors.
43. No person shall be eligible to be a Director who is not a Member or a representative of an institutional or organisational Member. The number of Directors shall not be more than fifteen.
44. The Directors may from time to time and at any time co-opt any eligible Member or representative of an institutional or organisational Member either to fill up any vacancy amongst the Directors or by way of addition to the Directors, provided that the prescribed maximum is not exceeded. Whilst co-opted such person shall have no voting rights in decisions made by the Directors. Any person so appointed shall retain their office only until the next Annual General Meeting when they should stand for election by the Membership if they wish to become a Director.
45. The Directors shall (subject to article 53) elect from among themselves the Chair, Vice-Chair and Treasurer of the Association.
46. The Directors may, by written majority, elect as President of the Association such individual as the Directors in their absolute discretion think fit in recognition of that individual's contribution to higher education and may by notice in writing remove such individual from their position as President. The President shall be entitled to receive notice of and attend all meetings of Directors and copies of all papers, but not vote at any meeting of the Directors.

ROTATION OF DIRECTORS

47. At each Annual General Meeting of the Association any Director then in office:
 - (a) who has been co-opted by the Directors since the previous Annual General Meeting in accordance with article 44; or
 - (b) for whom it is the third Annual General Meeting following the Annual General Meeting at which they were elected or last re-elected,shall retire from office, but shall be eligible for re-election.
48. A Director who retires at an Annual General Meeting shall (unless he is removed from office or his office is vacated in accordance with these Articles) retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to elect another person in his place or the resolution to reappoint him is put to the meeting and lost.
49. If the Association, at any meeting at which a Director retires in accordance with these Articles does not fill the office vacated by such Director, the retiring Director, if willing to act, shall be deemed to be reappointed unless at that meeting a resolution is passed not to fill the vacancy or elect another person in his place or unless the resolution to reappoint him is put to the meeting and lost.

ELECTION OF OFFICERS

50. Not less than 90 days before each Annual General Meeting the Association shall send to each Member entitled to vote, a call for nominations for the positions of Director which are due for election.

51. Not later than 21 days after the issue of the Directors' call for nominations, all such nominations must be lodged with the Association together with the written consent of the person nominated. Each Member may make only one nomination for an individual seeking election to the position of Director.
52. Final notification of all those nominated shall be sent to each Member entitled to vote not later than 42 days before the Annual General Meeting. The notification shall also contain the names and affiliations of all persons nominated for the post of Officers.

DISQUALIFICATION OF DIRECTORS

53. A Director shall cease to hold office if he:
 - (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - (b) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (c) ceases to be a Member of the Association;
 - (d) ceases to be employed by a Member of the Association and does not continue to be a Member in his own right;
 - (e) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (f) resigns as a Director by notice to the Association; or
 - (g) the Directors resolve in writing by simple majority that his or her office be vacated.

POWERS OF THE DIRECTORS

54.
 - (a) The Directors may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Act, these Articles or any Special Resolution.
 - (b) No alteration of these Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.
 - (c) Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
55. The Directors may act notwithstanding any vacancy in their body; provided always that in case their number shall at any time be, or be reduced to, less than the minimum prescribed by or in accordance with these Articles as the quorum for meetings of the Directors, it shall be lawful for them to act as the Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting but not for any other purpose.
56. Without prejudice to the generality of the foregoing, the Directors shall have power from time to time to make any bye-laws (not inconsistent with or varying or altering any of the provisions of these Articles) for such purposes, consistent with these Articles and in furtherance of its interests, as they may from time to time deem expedient with the like power to abrogate or vary any such bye-laws.

PROCEEDINGS OF THE DIRECTORS

57. (a) The Directors may meet, either physically or by electronic means, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless the Directors shall determine otherwise, five Directors shall be a quorum.
- (b) Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
58. On the request of any five or more Directors, the Chair of the Association shall summon a meeting of the Directors.
59. In the absence of the Chair of the Association, the Vice-Chair or in their absence such other persons as the Directors shall appoint shall be entitled to act as Chair at meetings of the Directors.
60. The Directors may establish working groups consisting of Directors and Members to meet the operational needs of the Association. These working groups will conform to any regulations imposed on them by the Directors and proceedings of these groups must be reported to the Directors in a timely fashion.
61. All acts bona fide done by any meeting of the Directors, any working group of the Directors or any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such meeting of person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was not disqualified to be a Director.
62. The Directors shall ensure that proper minutes to be made of all general meetings, of the proceedings of all meetings of the Association and of the Directors and all business transacted at such meetings.
63. A Resolution in writing signed by all the Directors or any working group of Directors who are duly entitled to receive notice of a meeting of the Directors or working group of Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or of such working group of Directors duly convened and constituted.

DECLARATION OF INTERESTS

64. Each of the Directors must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. Such a Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTERESTS

65. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person; and
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of the Directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

66. In article 65 a conflict of interests arising because of a duty of loyalty owed to another organisation or person refers only to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or a connected person.

VALIDITY OF DIRECTORS' DECISIONS

67. Subject to article 68, all acts done by a meeting of the Directors or of a working group of the Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (a) who was disqualified from holding office; or
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of conflict of interests or otherwise;

if without:

- (i) the vote of that Director; and
- (ii) that Director counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

68. Article 67 does not permit a Director or a connected person of that Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a working group of the Directors if, but for article 67, the resolution would have been void, or if the Director has not complied with article 64.

SECRETARY

69. A secretary may be appointed by the Directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed.

ACCOUNTS

70. The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued and adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

71. The Directors must keep accounting records as required by the Act.

72. The books of account shall be kept at the registered office of the Association, or subject to Section 388 of the Act, at such other place or places as the Directors shall think fit, and shall be open to the inspection of the Directors.
73. At each Annual General Meeting the Directors shall lay before the Association proper income and expenditure accounts for the period since the last preceding account made up to date not more than nine months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and (if so required) the auditors (if any), and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the Association's accountants or auditors (as required) and to all other persons entitled to receive notices are hereinafter directed to be served. The accountant's or auditor's report (as required) shall be open to inspection and be read before the meeting as required by the Act.

MEANS OF COMMUNICATION TO BE USED

74. Subject to these Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
75. Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by a Director may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
76. Any notice to be given to or by any person pursuant to these Articles must be in writing.
77. The Association may give any notice to a Member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it in electronic form to the Member's address; or
 - (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of an Association meeting and must specify the place, date and time of the meeting.
78. A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
79. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
80. Proof that an electronic form of notice was given shall be conclusive where the Association can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act.

INDEMNITY

81. The Association shall indemnify any Director against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Act.
82. In Article 81, a "Director" means any Director or former Director of the Association.

MEMORANDUM OF ASSOCIATION

83. The object for which the Association is established is to advance the prevalence, effectiveness and quality of work based and placement learning in Higher Education and by promoting research into that system of education and publishing the useful results thereof.

The Association has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the Association has power:

- a. To support and encourage Higher Education work based and placement learning by providing high standard staff development opportunities in whatever area of professional activity may be appropriate to this system;
- b. To strengthen the operation and enhance the quality of Higher Education work based and placement learning by promoting closer and more effective partnership between employers, educationalists and students;
- c. To provide a forum for employers, educationalists, students and other appropriate groups and individuals to discuss and formulate policies on Higher Education work based and placement learning;
- d. To provide a national voice, for Higher Education professionals, on matters concerning Higher Education work based and placement learning;
- e. To serve as a central agency for the stimulation, discussion and dissemination of ideas, guidance and information on Higher Education work based and placement learning;
- f. To prepare, develop and publish information relating to Higher Education work based and placement learning, or the study thereof, and to disseminate such information through appropriate media or events;
- g. To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objects;
- h. To sell, let, dispose of or turn to account all or any of the property or assets of the Association as may be expedient in the promotion of its objects;
- i. To amalgamate, affiliate or co-operate with or subscribe to or otherwise support and assist any other company, association, organisation or body, provided that the Association shall not amalgamate or affiliate with or subscribe to any other company, association, society, or corporation which shall not prohibit the distribution of its income and property by way of dividend or otherwise amongst its Members to an extent at least as great as is imposed upon the Association by virtue of this article, and is wholly charitable in law;

- j. To borrow money and to charge the whole or part of the property belonging to the Association as security for a grant or the discharge of an obligation. The Association must comply as appropriate with section 38 and 39 of the Charities Act 1993, as amended by the Act, if it wishes to mortgage land;
 - k. To invest the moneys of the Association not immediately required for its object in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - l. To establish and support or aid in the establishment and support of any charitable associations or institutions and to apply, subscribe or guarantee money for charitable purposes in any way connected with the object of the Association or calculated to further its object including the making of all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
 - m. To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and are conducive to its object;
 - n. To pay all reasonable expenses preliminary or incidental to the continuing operation of the Association;
 - o. To procure the Association to be registered or recognised in any part of the Commonwealth or in any foreign country or place; and
 - p. To do all such things as are necessary to the attainment of the object of the Association.
84. The income and assets of the Association shall be applied solely towards the promotion of its object and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by the way of profit, to Members of the Association. No Director shall be appointed to any office of the Association paid by salary or fees. Provided that nothing herein shall prevent any payment in good faith by the Association:-
- a. to any Member or Director of reasonable out-of-pocket expenses;
 - b. to any Member or Director for payment in respect of the delivery of training, mentoring, competition judging and/or such other services (including the provision of occasional venues) which are over and above their role as a Member or as a Director (**Services**). Such payments shall be agreed in advance in writing, shall be reasonable in the circumstances for the provision of the Services, shall be noted and approved at Director's meetings and be recorded in the minutes of the Association;
 - c. to a company of which a Member or a Director may be a member holding not more than one hundredth part of the capital of such company; and
 - d. of reasonable and proper rent for premises demised or let by the Association.
- At no time may a majority of the Directors benefit as a result of this provision.
85. If upon winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable institution with a similar object or objects

as the Association, or institutions or organisations to be determined by the Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then the net assets of the Association shall be applied for charitable purposes as directed by the Charity Commission for England and Wales.