

Constitution

Adopted on the 12th March 2019.

A Name

The name of the Association is:

The National Association for Managers of Student Services (NAMSS) ("the Charity").

B Administration

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee")

C Objects

The Charity's objects ("the objects") are:

To advance the education of college students – in particular, post-16 students and learners - by the development of high quality services which promote, enhance, and support the learning opportunities available to them.

D Powers

In furtherance of the objects, but not otherwise, the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or, in exchange, any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power, subject to any consents required by law, to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- (1) Membership of the Charity shall be open to:
 - (i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid an annual subscription laid down from time to time by the Executive Committee, and
 - (ii) any College of Further Education or 6th Form College which is interested in furthering the Charity's work and has paid an annual subscription (any such body being called in this constitution a "member organisation"), and
 - (iii) any other organisation delivering post 16 education or training which is interested in furthering the work of the Charity.
- (2) Every individual member shall have one vote.
- (3) All members of NAMSS regardless of membership type shall hold voting rights.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the administrator. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may, by a simple majority decision and for good reason refuse or terminate the membership of any individual or member organisation, or remove them from any office of the association, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- (6) The Executive Committee shall be empowered to elect Honorary Members of the Association in recognition of past or outstanding services to the Association who shall have the rights of Associate Members.
 - (i) Honorary Membership will be awarded following consideration of nominations from the membership of the Association. Nominations should be supported by at least two current members of the Association. Nominees must have been past members of the Association. Honorary membership shall remain valid for the lifetime of the recipient or the association, whichever is shorter.
 - (ii) Each nomination should be supported by a brief statement outlining the suitability of the candidate for Honorary Membership. Nominations will usually be received at the first meeting of the Executive Committee in the calendar year and voted on by the Executive Committee at their next meeting. A majority vote of those Executive Committee members present at that meeting will be required to confirm Honorary Membership on an individual.
 - (iii) Honorary Members shall not be liable for payment of the annual subscription and shall have no voting rights
 - (iv) The Executive Committee will have the right, by a simple majority, to revoke Honorary Membership for behaviour likely to bring the Charity into disrepute.
- (7) The Executive Committee may from time to time appoint other representatives to further the work of the charity.
 - (i) This may include, but will not be limited to, regional coordinators who will facilitate regional meetings for members and will act as a communication link between the executive and the membership.

- (8) Membership of NAMSS is dependent on evidence of current employment within an educational setting. All members have a responsibility to inform the NAMSS Executive of any change in circumstances which may compromise eligibility for NAMSS membership. Any member ceasing employment within the education sector for reasons e.g. retirement, starting a business, transferring to non-education based employment, will have their membership rescinded.

F Executive Committee

- (1) The Executive Committee shall consist of not less than 7 members nor more than 10 members being:
- (i) the honorary officers specified in clause G.
 - (ii) not less than and not more than members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
 - (iii) The Executive Committee shall be elected as follows:
Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Administrator of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by secret ballot.
- (2) The Executive Committee may in addition appoint not more than 4 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All members of the Executive Committee shall serve for a fixed term from their appointment at an Annual General Meeting. The Chair and Deputy Chair will serve for three years and other members/honorary officers will serve for two years.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- (7) Nobody shall be eligible for nomination or appointment to the Executive Committee who is not currently employed within the education sector in a NAMSS member institution. Should an elected member of the Executive Committee cease employment within the education sector during their time in office then their executive membership will be rescinded after a period of no longer than 6 months OR up to the next planned AGM, whichever is soonest.
- (8) In the event of a resignation of a named post the Executive will nominate a member of the current Executive to take that post as an acting named post until the next AGM.

- (9) Endorsements can be made by members of the Executive on behalf of their own organisation or in their professional capacity. These endorsements should not include any NAMSS branding or reference NAMSS Executive positions in the marketing of these endorsements.

G Honorary Officers

At the conclusion of the annual general meeting of the Charity, the executive members shall meet to elect from amongst themselves all post-holders, the posts having been determined and agreed by the Executive Committee at that time, who shall hold office from the conclusion of that meeting. Officers should be proposed and seconded by members of the executive committee and election by secret ballot if an election is necessary.

H Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Benefits and payments to charity trustees and connected persons

- (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) be employed by, or receive any remuneration from, the charity;
- (d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- (2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the charity. The amount of the rent and the other terms of the lease must

be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) Payment for supply of goods only - controls

The charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

(a) 'the charity' includes any company in which the charity:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more trustees to the board of the company.

(b) 'connected person' includes any person within the definition set out in clause W (Interpretation).

J Meetings and Proceedings of the Executive Committee

(1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a coopted member then not less than 21 days' notice must be given.

(2) The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the vice chair shall act as chairman or in the absence of the vice chair, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- (8) Subscription charges are explicitly reviewed by the Executive annually in line with the proposal for an annual budget to be put to the Annual General Meeting.

K Receipts and expenditure

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (i) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (ii) all investments held by or on behalf of the charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroker which is a member of the International Stock Exchange (or any subsidiary of any such stockbroker) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the charity to the Commission.

N Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity, which shall be held at the annual conference or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. At least 21 days notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. The chair shall be the chair of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chair of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

Q Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the Chair shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The Chair or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Chair or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

T Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (the name clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

U Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of, the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

V Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

W Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled -
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above;
or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together

- (5) a body corporate in which -
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.”

Signed:

A handwritten signature in black ink that reads "Polly Harrow". The signature is written in a cursive, slightly slanted style.

Date: 12th March 2019