

Company No: 03884685

Charity No: 1078508

**THE COMPANIES ACTS 1985 - 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF
THE ASSOCIATION OF GRADUATE CAREERS ADVISORY SERVICES**

(As amended by Special Resolution dated [2017])

THE COMPANIES ACTS 1985 - 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF GRADUATE CAREERS ADVISORY SERVICES

1. Name

The name of the Company ("**Company**") is "The Association of Graduate Careers Advisory Services".

2. Registered Office

The Office will be situated in England and Wales.

3. Objects

The objects for which the Company is established are to advance careers education, information, advice and guidance, for the public benefit which supports students and graduates of higher education to make well informed transitions, and fulfil their professional and career potential.

4. Powers

In furtherance of these objects, but not otherwise, the Company shall have the following powers:

- 4.1.1 to publish and distribute any periodicals, books, leaflets or audio-visual or digital materials;
- 4.1.2 to own, exploit and acquire copyrights, rights of publication or reproduction and other rights in respect of any literary, audio-visual, digital or other works or undertakings;
- 4.1.3 to undertake research and to publish or distribute the results of such research;
- 4.1.4 to organise, promote and conduct any meetings, conferences or other events;
- 4.1.5 to receive any subscription or gift, for the objects of the Company;
- 4.1.6 to purchase or acquire any property or assets, and any interests in any property or assets, and subject to such consents as may be required by law, sell, lease, mortgage or otherwise dispose of or deal in all or any of the property or assets of the Company;
- 4.1.7 to invest any money of the Company not immediately required for its purposes as the Company thinks fit, subject to such conditions (if any) as may for the time being be imposed or required by law;

- 4.1.8 to borrow or raise money on such terms, and with such consents as by law required, and on such security as may be thought fit;
- 4.1.9 to make any donations of assets or establish or support or aid in the establishment or support of or constitute or lend money to or for any charitable associations or institutions;
- 4.1.10 to undertake and execute charitable trusts;
- 4.1.11 to appoint such officers and employees, on such reasonable and proper terms and conditions as the Company thinks fit, as may from time to time be necessary for carrying on the work of the Company;
- 4.1.12 to pay any premium in respect of any indemnity insurance to cover the liability of the Directors, or any of them, which by virtue of any rule of law would otherwise attach to them (or any of them) in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.1.13 to do all such other lawful and charitable things as will further the attainment of the objects of the Company or any of them provided that the Company shall not support with its funds any object or endeavour to impose on or procure the observance by its Members or others of any regulation or restriction which if any object of the Company would make it a trade union.

5. **Income and Property**

5.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out above in Article 3 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to Members and no Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

- 5.1.1 of reasonable and proper remuneration to any Member, officer or servant of the Company not being a Director for any services rendered to the Company and of expenses necessarily incurred in carrying out the duties of any Member, officer or servant of the Company;
- 5.1.2 of interest on money lent by a Member at a reasonable and proper rate per annum;
- 5.1.3 to any Director for reasonable and proper out-of-pocket expenses.

6. **Liability**

6.1 The liability of the Members is limited.

6.2 Every Member undertakes to contribute to the assets of the Company, in the event of the same being wound up while that person is a Member, or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted

before that person ceases to be a Member such amount as may be required not exceeding £1 (one pound).

- 6.3 If upon the winding up or dissolution of the Company there shall remain, 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 or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provision, then to some other charitable education object.

7. **Accounts**

True accounting records shall be kept of the sums of money received and expended by the Company, in accordance with all relevant laws, and shall be open to inspection by the Members.

8. **Interpretation**

- 8.1 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Company.

8.1.1 In these Articles unless the subject or context otherwise requires:

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

8.1.3 words importing persons shall include corporations and unincorporated associations.

- 8.2 The following words shall have the meaning set out opposite them.

WORDS

MEANINGS

"Academic Year"

A year beginning on 1 August and ending on the next 31 July;

"Act"

The Companies Act 2006;

Advisory Council

A committee of the Company consisting of all Heads of Service established in accordance with these Articles;

"Articles"

These Articles of Association as amended, from time to time.

"Board "

The Directors acting in concert;

"Careers Service"

Each careers advisory service in institutions offering higher education courses in the United Kingdom or the Republic of Ireland or elsewhere, that the Board accepts as offering an

	appropriate style and quality of service;
"Company"	The above named Association of Graduate Careers Advisory Services;
"Company Secretary"	The secretary for the time being of the Company, if any;
"Connected Person"	Any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm or body corporate (including a limited liability partnership) of which a Director is a director, employee or shareholder having a beneficial interest in more than one per cent of the shareholding;
"Ex Officio Directors"	The President, the Vice-President, the Treasurer, the Company Secretary, the President-Elect
"Head of Service"	The officially designated head of a Careers Service
"General Meeting"	Any meeting convened as a general meeting of the Members of the Company;
" Member"	A person whose name is entered as a member in the statutory register of members in accordance with Article 10;
"Non Ex Officio Directors"	Directors other than the Ex Officio Directors;
"Office"	The registered office of the Company;
"President"	The President for the time being of the Company appointed in accordance with these Articles;
"Treasurer"	The Treasurer for the time being of the Company appointed in accordance with these Articles;
"United Kingdom"	United Kingdom of Great Britain and Northern Ireland;
"Vice-President "	The Vice-President for the time being of the Company appointed in accordance with these Articles;
"in writing or written"	Means written, printed or transmitted writing including by electronic communication or partly one and partly another, and other modes of representing or reproducing words in a visible form save that when communicating with blind persons this definition shall be extended to suitable modes of communication including Braille and audio tapes;

8.3 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

9. **Business**

The Company is established for the objects expressed in Article 3.

10. **Members**

10.1 Such persons as are admitted to membership in accordance with these Articles shall be the Members.

10.2 Every person who is to become a Member shall deliver to the Company an application for membership in such form as the Board require and executed by him/her unless such person is also a Director.

10.3 Any Member shall cease automatically to be a Member upon notifying the Company of his or her decision to retire, such notice to be delivered to the Company in writing.

10.4 The Board may resolve that any Member shall cease to be a Member in the event that any monies due to the Company from any Careers Service with which the relevant Member is associated has remained unpaid for such period of time as may reasonably be allowed for such payment by the Board.

10.5 The Board may establish different categories of membership and shall stipulate the details of which in Regulations made from time to time.

11. **General Meetings**

11.1 The President, the Company Secretary, or the Treasurer of the Board may convene a General Meeting at any time and General Meetings shall also be convened on such requisition as is provided by the Act.

11.2 At least fourteen days' notice in writing of every General Meeting (exclusive in every case both of the date on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the Members of the Company having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings, a meeting may be convened by such notice as those Members may think fit.

11.3 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding held, at any meeting.

12. **Proceedings at General Meetings**

12.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise 50 Members present in person or by proxy shall be a quorum.

12.2 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members, shall be

dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

12.3 The President or, in his/her absence, the Vice-President shall preside as chair at every General Meeting, but if there be no such President or Vice-President, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of their number who shall be present to preside.

12.4 The chair may with the consent of any meeting of the Members of the Company 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 which might properly have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for fourteen days or more, at least seven days' notice shall be given specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

12.5.1 by the chair; or

12.5.2 by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.

Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

12.6 The demand for a poll may be withdrawn.

12.7 Except as provided in Article 20.11, if a poll is duly demanded it shall be taken in such a manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

12.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

12.9 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 at such time as the chair of the meeting directs not being more than thirty days after the poll is demanded.

- 12.10 Subject as herein provided, every Member shall have one vote.
- 12.11 Save as herein expressly provided, no person other than a Member and duly registered shall be entitled to vote on any question at any General Meeting.
- 12.12 On a poll votes may be given either personally or by proxy.
- 12.13 A Member may appoint a proxy to attend and vote at meetings. The instrument appointing a proxy shall be in writing under the hand of the Member or of the Member's attorney duly authorised in writing.
- 12.14 The instrument appointing a proxy shall be deposited at the Office 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 12.15 An instrument appointing a proxy shall be in such a form as the Board shall from time to time prescribe or from time to time allow.
- 12.16 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, incapacity or revocation as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 12.17 Subject to the provisions of the Statutes, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings (which resolution may consist of several documents in the like form each signed by one or more such Members) or a resolution to which every Member so entitled has signified his/her acquiescence in writing or by facsimile transmission shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

13. **The Board**

- 13.1 There shall be a maximum of fifteen Directors.
- 13.2 Unless and until otherwise determined by the Company in General Meeting, in the normal course of business, the Board shall consist of:
- 13.2.1 the President;
 - 13.2.2 the Vice-President;
 - 13.2.3 the Treasurer/Company Secretary;
 - 13.2.4 the President-Elect (if any);
 - 13.2.5 not more than six persons who must be Members; and
 - 13.2.6 not more than five Directors co-opted under the provisions of Article 28.8.

- 13.3 Directors shall be appointed in accordance with Regulations made from time to time.
- 13.3.1 The Board shall have power at any time and from time to time to co-opt individuals to be Non Ex Officio Directors for a period of up to three Academic Years provided that the number of Directors co-opted under this Article shall not at any one time form a majority of the Board.
- 13.4 No person may be appointed as a Director:
- 13.4.1 unless he or she has attained the age of 18 years; or
- 13.4.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting under the provisions of Article 21.5.
- 13.5 The office of a Director shall be vacated if:-
- 13.5.1 he or she ceases to be a Member; or
- 13.5.2 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a Director; or
- 13.5.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 13.5.4 a registered medical practitioner who is treating him or her gives a written opinion to the company stating that he or she has become physically or mentally incapable of managing his or her own affairs;
- 13.5.5 he or she resigns his or her office by written notice to the Board (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- 13.5.6 he or she shall for more than twelve consecutive months have been absent without the permission of the Board from meetings held during that period and the Board resolves that his or her office be vacated; or
- 13.5.7 his or her term shall come to an end and he or she is not re-elected.
- 13.6 The Company may, from time to time in General Meeting increase or reduce the number of Directors and may (subject to the provisions for eligibility of Directors contained herein) make appointments necessary for effecting any such increases.
- 13.7 The Board shall have power at any time and from time to time (subject to the provisions for eligibility of Directors contained herein) to appoint any person to be a Director, either to fill a vacancy or, as an additional Director so long as that appointment does not cause the numbers of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director appointed pursuant to this Article shall hold office during the current Academic Year when he/she shall retire but shall be eligible for re-election.
- 13.8 The Board shall have power at any time and from time to time to co-opt any person to be a Director (a Non-Executive Director) as an additional Director for a period of up to three

Academic Years provided that the number of Directors co-opted under this Article does not at any one time exceed three persons.

13.9 The Board shall have power at any time to and from time to time to co-opt up to three people to be external advisers on account of their particular skills or experience for a specific time to be decided by the Board as appropriate. For the avoidance of doubt such persons shall not be Directors.

14. **Proceedings of the Board of Directors**

14.1 Subject to the Articles, the Board may regulate its proceedings as it thinks fit.

14.2 Unless otherwise resolved by the Directors, the Directors shall meet at least three times each year.

14.3 The President or Vice-President may, and on the request of two Directors shall, at any time call a meeting of the Board.

14.4 The President or in his/her absence the Vice-President shall preside as chair at all meetings of the Board at which he/she shall be present, but if at any meeting neither the President nor the Vice-President be present within a reasonable period of time after the time appointed for holding the meeting, the Directors present shall choose one of their number to be chair of the meeting.

14.5 The quorum necessary for the transaction of the business of the Board may be fixed by the unanimous vote of all the Directors but this must never be fewer than six Directors.

14.6 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

14.7 Any of the Board, or any committee of the Board, can take part in a Board meeting or committee meeting by way of a:-

14.7.1 Video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or

14.7.2 Series of video conference or conference telephone calls from the President.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the President will be treated as taking place where the President is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Board decides otherwise.

14.8 The Board for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of filling up vacancies in their body or of calling a General Meeting but not for any other purpose.

14.9 All acts bona fide done by any meeting of the Board, or of any committee of the Board, or by any person acting as Director, shall be valid notwithstanding the participation in any vote of a Director:

14.9.1 Who was disqualified from holding office;

14.9.2 Who had previously retired or who had been obliged by the Articles to vacate office;
or

14.9.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

If without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

14.10 Article 14.9 does not permit a Director or Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Board or of a sub-committee of the Board if, but for Article 14.9, the resolution would have been void, or if the Director has not complied with Article 15.1.

14.11 The Board shall cause proper minutes to be made of all appointments of the officers of the Company and of the proceedings of all meetings of the Company and of the Board.

14.12 Subject as provided in these Articles the business of the Company shall be governed by the Directors who may do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or by these Articles required to be exercised and done by the Company in General Meeting.

14.13 A resolution in writing signed or approved by all the Board or all the members of any committee of the Board entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

15. **Conflicts of Interest**

15.1 Whenever a Director has a personal interest in a matter which is to be discussed at a meeting of the Directors, he or she must:

15.1.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

15.1.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

15.1.3 not be counted in the quorum for that part of the meeting; and

15.1.4 have no vote on the matter and be absent during the vote if so requested by the other Directors.

- 15.2 For the purposes of article 15.1, a Director shall be deemed to have a personal interest in a matter if involved in activities which compete directly or indirectly with the activities of the Company.
- 15.3 Directors must avoid conflicts of interest (including conflicts of interest and duty and conflicts of duties) and wherever a conflict of interest arises in a matter to be discussed at a meeting of the Directors, the Directors with the conflict of interest must comply with the procedure set out in article 15.1. If such a matter is proposed to the Directors, the Directors other than the Director with the conflict of interest may agree to:
- 15.3.1 authorise that matter; or
- 15.3.2 authorise the Director with the conflict of interest to act in their ordinary capacity as a Director and carry out all their duties and powers as a Director in relation to that matter.
- 15.4 Where the Directors consider an authorisation to act notwithstanding a conflict of interest, the Director with the conflict of interest must comply with the procedure set out in article 15.1.
- 15.5 For the purposes of these Articles, a Director shall be deemed not to be interested in any contract or arrangement or any matter arising thereout if his/her interest therein arises solely by virtue of his/her being an officer of a Careers Service or a member of a company in which he/she holds beneficially not more than one hundredth part of the capital.
16. **Committees**
- 16.1 Subject to the provisions contained in these Articles, the Board may establish committees and groups to carry out specific activities. Any committee or group so formed shall conform to any regulations imposed on it by the Board.
- 16.2 Any committee shall consist exclusively of Directors and appropriate senior staff in respect of the following matters:
- 16.2.1 the doing of any matter, act or thing which is required to be done by the Board under or by virtue of any provision of the Statutes or which involves the alteration, amendment or addition to these Articles,
- 16.2.2 the termination of membership;
- 16.2.3 the termination of the term of office of a Director;
- 16.2.4 the approval of the annual estimates and the authorisation of the expenditure of any money of the Company, except within such limits as the Board shall consider reasonably necessary for the proper performance of the functions of any committee or working party formed from time to time.
- 16.3 At least one member of every committee shall be a Director.
- 16.4 Subject to Article 16.3, members of any other committee or, group need not be Directors

16.5 The Company shall have an Advisory Council which shall comprise each Member who is a Head of Service. The function of the Advisory Council is to advise the Board on the Company's strategy and operations and on any other issues which the Board may request it to consider and advise upon.

16.6 The Advisory Council shall determine its own operational and governing regulations.

17. **Company Secretary**

17.1 The Board shall have power (but shall not be obliged) to appoint and from time to time remove one or more persons to act as the Company Secretary or joint Company Secretaries of the Company on such terms as the Board shall from time to time determine in accordance with the Statutes.

18. **Accounts**

18.1 Accounting records shall be kept in accordance with the Act, and shall always be open to the inspection of the Directors and the Members.

18.2 The financial year of the Company shall end on 31 July in each year and at the next following General Meeting the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet and the Directors' Report.

19. **Audit**

Auditors shall be appointed and their duties regulated in accordance with the Act.

20. **Notices**

20.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing to an address for the time being notified for that purpose to the person giving notice. A notice calling a meeting of the Directors need not be in writing.

20.2 A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid envelope, addressed to such Member at his/her address as appearing in the register of members of the Company or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him/her.

20.3 Any notice or other document which pursuant to these Articles is required to be served by any Member on the Company or on the Company Secretary or any other officer of the Company may be served by leaving the same at the Office or by sending the same through the post in a prepaid envelope addressed to the Board or to the Company Secretary or other officer of the Company, as the case may be, at the Office.

21. **Indemnity**

Every Director of the Company may be indemnified out of funds of the Company against all liabilities incurred by him/her as such Director or Company Secretary in defending any

proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted.