

# **ARMA(UK) Constitution**

*adopted on the 4th day of May, 2000; amended on the 2<sup>nd</sup> day of May 2002 and the 13<sup>th</sup> day of May 2004*

## **A Name**

The name of the Unincorporated Association is the Association of Research Managers and Administrators (United Kingdom), hereinafter referred to as ARMA(UK)

## **B Administration**

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

## **C Objects**

ARMA(UK)'s objective ("the object") is to facilitate excellence in research by identifying and establishing best practice in research management and administration.

## **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 under-take any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects;
- (iii) power to appoint and constitute an Advisory Committee to meet once a year;
- (iv) power to select such Partner Organisations as the Executive Committee may think fit. These Partner Organisations would be selected on the basis that they share certain important objectives with ARMA(UK);
- (v) power to do all such other lawful things as are necessary for the achievement of the objects.

## **E Membership**

- (1) *Ordinary* membership of ARMA(UK) shall be open to employees of UK or overseas universities or research institutes or other publicly funded or not-for-profit bodies concerned with undertaking or funding research who have a predominantly administrative or managerial involvement in any discipline of research.
- (2) *Corporate* membership of ARMA(UK) shall be open to organisations concerned with the supply of services to research support offices, applications for corporate membership being subject to approval by the Executive Committee
- (3) Members shall pay the annual subscription laid down from time to time by the Executive Committee.
- (4) Every member shall have one vote.
- (5) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **F Honorary Officers**

- (1) There shall be five honorary officers: a chairperson, a deputy chairperson with responsibility for external affairs, a deputy chairperson with responsibility for internal affairs (the details of these roles to be determined by the Executive Committee from time to time), a secretary and a treasurer.
- (2) The honorary officers shall be elected by postal ballot to hold office from 1<sup>st</sup> June in the year of election.

## **G Executive Committee**

- (1) The Executive Committee, which shall meet at least twice a year, shall consist of not less than 5 (five) nor more than 17 (seventeen) elected members being:
  - a. the honorary officers specified in the preceding clause;
  - b. not more than 12 (twelve) other members elected by postal ballot who shall hold office from 1<sup>st</sup> June in the year in which they are elected;
- (2) The Executive Committee may in addition appoint not more than 3 (three) 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. The appointment of a co-opted member can take place at the AGM or at an ordinary committee meeting 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. Co-opted members have full voting rights on the Executive Committee.
- (3) All the elected members of the Executive Committee shall serve for a period of three years in the first instance but they may be re-elected to the same post for one further period of three years irrespective of any period filling a casual vacancy, but shall then retire for at least one year before being eligible for re-election except as provided below (Clause H6) in respect of the filling of casual vacancies. Co-opted members of the Executive Committee shall serve for a period of no more than two years but will be eligible for election at any time during that period.
- (4) If for any reason the post of chairperson, deputy chairperson, secretary or treasurer shall fall vacant in the period between annual postal ballots, the Executive Committee shall have the option to elect one of its existing members or co-opted members to act in place of the missing officer. Such selections would then have to be elected by due process at the next annual postal ballot for the unexpired part of the original three year period.
- (5) 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.

## **H Elections**

- (1) The Executive Committee shall appoint annually a Returning Officer who shall be responsible to the Executive Committee for the conduct of all elections;
- (2) Subject to the approval of the Executive Committee the Returning Officer shall arrange for elections to be held:
  - a. once each year to fill vacancies in the elected membership of the Executive Committee from 1<sup>st</sup> June following the election;
  - b. Every three years to fill the posts of honorary officers of the Association.
- (3) When the request for nominations for election to vacancies in the elected membership of the Executive Committee is sent to members, notice shall be given of any known casual vacancies and it shall be stated that the first four candidates placed in the election shall fill the places of the retiring members with successively placed candidates filling any vacant places arising from casual vacancies known at the time of the declaration of the results of the election and/or occurring before 1<sup>st</sup> June immediately following the election.
- (4) In the event of the number of nominations for election to the Executive Committee not exceeding the number of vacancies at the due date for the receipt of nominations, the vacant places shall be filled in an order determined by lot, the longer term vacancies being filled first.
- (5) In the event of a casual vacancy arising from the resignation of an elected member of the Executive Committee other than an honorary officer subsequent to the completion of an annual election, the Executive Committee shall determine the arrangements if any to be made to fill the vacancy.

- (6) Any person elected to fill a casual vacancy shall be eligible for election in accordance with the terms of Clause G3 to take office upon completion of the unexpired term of the casual vacancy.
- (7) Whenever required the determination of an election shall be by single transferable vote and governed by procedures recommended from time to time by the Electoral Reform Society of Great Britain and Ireland.

#### **I Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if s/he:

- (1) is absent without the permission of the Executive Committee from all their meetings held within a period of one year and the Executive Committee resolve that his or her office be vacated; or
- (2) notifies to the Executive Committee a wish to resign.

#### **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.
- (2) If present the Chairperson shall chair meetings of the Executive Committee. If not, a deputy chairperson shall chair the meetings. If all three are absent, members of the Executive Committee present shall choose one of their number to chair 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 four 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 chairperson of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes 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. 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.

#### **K Receipts and expenditure**

- (1) All ARMA(UK) funds, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of ARMA(UK) 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 ARMA(UK) shall be applied only in furthering its objectives provided that nothing in this clause prevents the payment of legitimate out-of-pocket expenses to members of ARMA(UK), including members of the Executive Committee, when engaged upon the approved business of ARMA(UK).
- (3) The financial year of ARMA(UK) shall run from 1st April to 31 March.

#### **L Accounts**

The Executive Committee shall comply with the following obligations:

- (1) the keeping of accounting records;
- (2) the auditing or independent examination of the accounting records, usually prior to the annual general meeting.

- (3) the preparation of an annual statement of account to be tabled at the annual general meeting of ARMA(UK);

### **M Annual General Meeting**

- (1) There shall be an annual general meeting of ARMA(UK) which shall be held during the Spring Conference.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall contact all members of ARMA(UK) by electronic means and give at least 21 days' notice of the annual general meeting. All the members of ARMA(UK) shall be entitled to attend and vote at the meeting.
- (3) The Executive Committee shall present to each annual general meeting the report and accounts of ARMA(UK) for the preceding year.

### **N Special General Meetings**

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

### **O Procedure at General Meetings**

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

### **P Alterations to the Constitution**

This 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.

### **Q Dissolution**

- (1) If the Executive Committee by simple majority decide at any time that it is necessary or advisable to dissolve ARMA(UK), they shall call a meeting of all members of ARMA(UK) who have the power to vote. This is provided that 21 days' notice of the meeting has been given. The notice must state the business to be discussed.
- (2) If such a decision shall be confirmed by a simple majority of those present and voting at such a meeting, the Executive Committee shall have power to dispose of any assets held in the name of ARMA(UK).
- (3) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to any of ARMA(UK)'s Partner Organisations or institutions that have similar objects as ARMA(UK) as the Executive Committee may decide.