

ARMA (UK)

Annual General Meeting 2022

Thursday 16 June 2022

11.00am, Zoom

Draft Agenda

Item	Action	Papers
1. Welcome and Apologies (Jenni Stergiou)		
2. Minutes of previous meeting: 10 June 2021 (Jenni Stergiou)	To approve	Enc 2
3. Matters Arising (Jenni Stergiou)		
4. The Year Past 4.1 Introduction (Jenni Stergiou) 4.2 Finance & Governance (Sapna Marwaha) 4.3 Member Engagement (Matt McCallum) 4.4 Professional Development (Lorna Wilson)	To note To note To note To note	
5. The Treasurer (Alison Evans) 5.1 Financial Review 5.2 Presentation of the Annual Accounts Members will be invited to formally approve the Annual Accounts for the year ending 31 March 2022. Those not in agreement should notify the Chief Operating Officer no later than 5.00pm on Tuesday 14 June.	To note To approve	Enc 5.1 Enc 5.2
6. Appointment of Directors (Sapna Marwaha) Members are invited to endorse the appointment of: - Lorna Wilson - Camelia Dijkstra Those not in agreement should notify the Chief Operating Officer no later than 5pm on Tuesday 14 June.	To endorse	Enc 6
7. Governance Review Update (Jenni Stergiou)	To note	
8. Any other business		
9. Date and location of next meeting: to be announced		

10. For information: Articles of Association		Enc 10

Notes

1. Members wishing to attend the AGM should register in advance of the meeting at <https://arma.ac.uk/arma-agm-2022/>. Details of how to join the meeting will be sent out to those who have registered, nearer the time.
2. Papers will be available on the ARMA website no later than Thursday 9th June.
3. Members are invited to submit questions in advance by 5pm, Tuesday 14th June, to the Chief Operating Officer at Hamish.macandrew@arma.ac.uk

Enc 2

ARMA (UK) Annual General Meeting

Date: Thursday, 10 June 2021

Virtual, Zoom



Chair: Jennifer Stergiou

Minutes: Nicole van der Westhuysen

Attendees: See annex one

Apologies: See annex two

1.	Welcome and apologies
	Jennifer Stergiou welcomed members to the Annual General Meeting.
2	Minutes of previous meeting 11 June 2020 (Enclosure 2)
	The draft minutes of the meeting held on 11 June 2020 were presented and approved by the members.
3.	Matters arising
	No matters arising from previous minutes.
4.	The Year Past
	4.1 Introduction (Jenni Stergiou) Jennifer Stergiou (Chair) provided an overview of the changes and activities within the Association over the past year. This included the Association's overall response to the pandemic and providing additional support to the members during this time. Jennifer outlined the projects that ARMA has been involved in, including the ARMA Research Office Survey 2020, ARMA Research Culture Survey, the Due Diligence project and the ReMPro project. She also highlighted the work ARMA has been doing with regards to Equality, Diversity, and Inclusion. 4.1 Finance and Governance (John Rogers) John Rogers (Deputy Chair) provided an overview of Finance and Governance Committee activity over the past year and reminded members of the key criteria on which all decisions are based. In particular, he emphasised the rigorous attention paid throughout the year to the Association's finances, ensuring that it remained in financial good health, despite the challenges associated with Covid-19. 4.3 Member Engagement (Matt McCallum) Matt McCallum (Director of Member Engagement) provided an overview of the activities of the Member Engagement Committee over the past year. Matt provided an update on the membership numbers and the results from the Member Survey 2020. He reported that, going forward, the Member Engagement Committee would be focussing on developing more free online events, continuing to collaborate with partners and ensuring there

	would be more opportunities for members to be involved in stakeholder events, thus ensuring that the RMA voice is heard in decisions concerning the Research ecosystem. The next Member's survey would be launched in September 2021. 4.4 Professional Development (Linsey Dickson) Linsey Dickson (Director of Conference and Chair of Professional Development Committee) provided an overview of the activities of the Professional Development Committee over the past year, including training and development, professional qualifications and the mentoring programme. Linsey reported that the conference would take place virtually this year from 5 – 7 October. The theme would be 'Responsible culture in a post-COVID world – inclusion and change'. Steff Hazlehurst, University of Cumbria, asked in the chat whether the 637 attendees at T&D Events was 30% of the membership or 637 attendances, with some members attending multiple events? Hamish Macandrew clarified that it was 637 attendances, with some people attending multiple events.
5.	Treasurer's Report
	5.1 Financial Review Alison Evans (Treasurer) presented the treasurers report, outlining the Association's financial position. 5.2 Annual Accounts (Enclosure 5.2.1 & 5.2.2) In accordance with the Agenda, no objections had been received relating to the Annual Accounts as at 5pm on Tuesday 8 June 2021, so the Annual Accounts were therefore deemed approved by the Membership. Steph Bales, Teesside University, commented in the chat that the financial accounts demonstrated the impact of lockdown on income from events (conference/training). Referring to Jenni Stergiou's comment earlier about blended events, Steph asked what the recovery plans of the Recruitment Working Group, committees and the Board were with a view to generating future income? Jennifer responded by saying that, in terms of events, this was something that the organisation was just starting to work through. ARMA would like to get back to offering face to face events, as and when it is safe to do so, but things have changed so it would not be the only form of T&D activity in the future. Online or blended events can be more accessible and therefore fit well with ARMA's new EDI policy. Currently the Board are working up a plan for future events, including the conference. Jennifer added that, in spite of only seeing a modest income from events this year, ARMA is still in a good financial position.
6.	Appointment of Directors (Enclosure 5. 1 and 5.2)

	John Rogers (Deputy Chair) invited members to note that Alison Evans was co-opted by the Board to the post of Treasurer in April, following the resignation of Sue Angulatta. Alison's appointment to the role was endorsed by the membership at the 2020 AGM, with an effective date of 1st August 2021. In accordance with the Agenda, no objections had been received relating to the Appointment of Directors as at 5pm on Tuesday 8 June 2021, so the Appointments were therefore deemed approved by the Membership. John Rogers therefore reported the following appointments as endorsed by the membership: • Rachael Sara-Kennedy - for a period of three years from 1 August 2021, as Director without portfolio. • Saskia Walcott - for a period of three years from 1 August 2021, as Director without portfolio
7.	The New Strategic Plan – an introduction (Jenni Stergiou)
	Jennifer Stergiou provided an overview of the new Strategic Plan. With a Mission focussing on professional development, strengthening the research management community and bolstering its advocacy role, the new Strategy comprises 3 strategic priorities and one corporate priority, and introduces 4 new overarching values. The 4 new overarching values comprise e: • Member focussed – keeping members at the heart of all that we do • Inclusive – actively removing barriers to participation • Collaborative – developing new partnerships and cherishing existing ones • Professional – evidencing the highest standards of professional conduct Steph Bales, Teesside University, congratulated the Board on the Strategic Plan. She asked, in terms of influence and policy, if the Board thought that there was an appetite from funders and government to hear ARMA members views. Jennifer Stergiou responded that in the past this may have felt like that was not the case, but that there was now strong evidence to suggest that this picture was now changing. Jennifer reported that in the last year the number of approaches that ARMA had from government and funders had grown. Examples of this include ARMA being on the UUK Advisory Board to the Adam Tickell review of bureaucracy and close links with Research England concerning their review of Research Assessment and what the next REF might look like. In accordance with the Agenda, no objections were received relating to the new Strategic Plan as at 5pm on Tuesday 8 June 2021, so the new Strategic Plan was therefore deemed approved by the Membership.
8.	Any other business
	No other business was noted.
8.	Close of Meeting

	Jennifer Stergiou thanked the Executive Office, the Board, Committees, Working Groups, SIG Champions, Event Leads, assessors and volunteers for all their hard work and contributions over the past year. The AGM was then declared closed.
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The next meeting of the ARMA (UK) Annual General Meeting will take place in June 2022, date to be announced.

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Annex one: Attendance list of ARMA Members

Surname	Name	Institution
Alexander	Susan	University of Stirling
Allen	Kirsty	University of Oxford
Alvarez Serra	Ana	University of Bath
Bales	Steph	Teesside University
Bayley	Julie	University of Lincoln
Beaton	Rachel	University of Stirling
Bell	Angus	Brunel University
Blair	Nicola	University of Stirling
Bolderstone	Louise	King's College London
Boyce	Lisa	University of Surrey
Boyle	Christine	AHRC-UKRI
Carr	Ruth	Edge Hill University
Carter	Ian	Carter Research Navigation
Claridge	Mark	Institute of Cancer Research
Collet	Sophie	University of Bristol
Craske	Nikki	Edge Hill University
Cusiter	Jen	University of Edinburgh
De Angelis	Barbara	University of Greenwich
Dickson	Linsey	University of Stirling
Dillingham	Kirsty	Heriot-Watt University
Eliasson	Miwako	King's College London
Elliott	Catherine	Teesside University
Evans	Alison	University of Bristol
Fanstone	Ben	University of Stirling
Farrow	Kate	University of Greenwich
Glover	Yasmin	Glasgow Caledonian University
Green	Helen	University of Glasgow
Hazlehurst	Steff	University of Cumbria
Hibbert	Dawn	University of Northampton
Hitchens	Catherine	University of East London
Krzak	Anna	University of Edinburgh
Kunz	Anthea	University of Birmingham
Kurien	Anish	Manchester Metropolitan University
Lewis	Sam	University of Lincoln
Lobley	Sharron	Manchester Metropolitan University

Marlow	Vicky	Wellcome
Marshall	Gordon	University of Stirling
McCallum	Matt	AHRC-UKRI
McCutcheon	Valerie	University of Glasgow
Milsom	Abbie	Coventry University
Murphy	Michael	King's College London
Mustard	Jill	University of Bristol
Nimmo	Jennifer	University of Glasgow
Odena	Angels	Aston University
Paradiso	Francesco	University of Wolverhampton
Parker	Zena	Liverpool School of Tropical Medicine
Raventos	Teresa	University of Leicester
Richards	Matt	Aston University
Robinson	Alison	University of Strathclyde
Rogers	John	University of Stirling
Sara-Kennedy	Rachael	UKRI
Schuppert	Victoria	Brunel University London
Smith	Simon	Northumbria University
Starbuck	Sue	Royal Holloway
Stergiou	Jennifer	Northumbria University
Stone	Natalie	University of Exeter
Stowe	Laura	Swansea University
Taylor	Joy	University of Stirling
Waddell	Malcolm	Birmingham City University
Walcott	Saskia	Walcott Communications Ltd
Wilson	Charis	University of Edinburgh
Witchell	Jaydene	Cranfield University
Withers	Kirsty	University of Reading
Yearsley	Nathan	University of Liverpool

Annex two: Apologies

Surname	Name	Institution
England	Louise	EMAS NHS Trust
Muya	Pauline	Muya Research Management Ltd
Selioti	Kalliopi	Kingston University

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Enc 5.1

ARMA (UK)

Annual General Meeting 2022

Treasurer's Report

1. Financial Statement for the year ended 31st March 2022

This report accompanies the *Report of the Directors and Unaudited Financial Statements for the year ended 31st March 2022* which has been prepared by the Association's Accountants, Chater Allan LLP.

1.1 At a glance

- Operating surplus of £116.4k compared with a projected budget surplus of £22.7k.
- Income £25.4k below budget, primarily owing to substantial sum for the African Academy project being carried over to 2022/23 (project paused with consequent underspend).
- Core incomes of membership fees and Training & Development substantially ahead of budget, by £26.1k and £18.4k respectively.
- Expenditure £119.1k under budget, reflecting strong cost control over the year plus underspend on the African Academy project and Conference.

1.2 Commentary

1.2.1 End of year position

Despite the ongoing challenges of Covid, 2021/22 saw a recovery in ARMA's membership numbers and continued support for our online events. We end the year in a significantly better financial position than predicted, with a surplus after tax of £116.4k, a return to positive after last year, and performance well ahead of budget. Our cash position at the year-end has

remained strong with cash at bank and in hand of £423.9k, providing funds for investment in the Association this coming year, while ensuring ample operating reserves.

The focus of the Association has been to continue to contain its running costs, optimising the accessibility benefits and cost efficiencies of online delivery while offering strong member benefit and value for money.

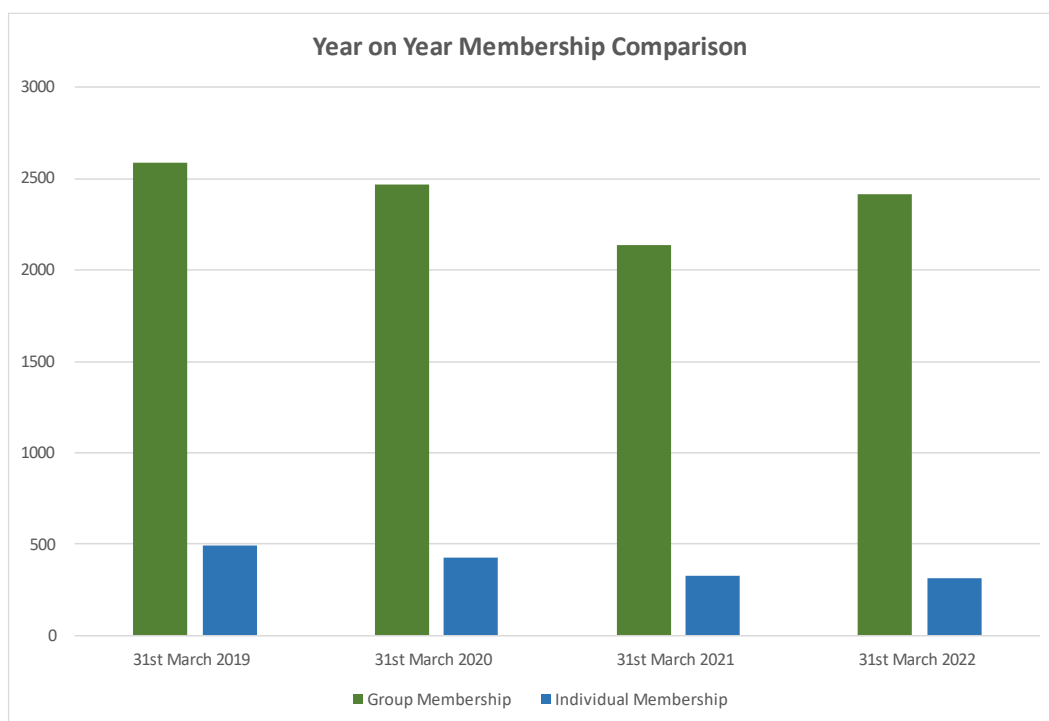
With the exception of the Training & Development programme, where we delivered more events than originally budgeted for (resulting in a correspondingly higher income), all cost heads remained within budget this year.

Below we summarise the main areas of activity:

1.2.2 Membership

Our membership income ended the year at £238.1k, significantly outperforming our challenging budget for £212k, a positive variance of £26.1k. The growth here was in group membership, up 17.2% on budget.

At the end of March 2022, our membership comprised 2726 members (2412 group and 314 individual), an increase of 10.7% over the previous year.



1.2.3 Training and Development

Our online Training & Development programme continued to prove popular and we were able to offer 38 webinars in contrast to the 20 originally budgeted for, including many new titles that would not have been viable under the old F2F format. Adding in recorded presentations, sales of £55k were achieved, some £18.4k ahead of budget. As a result of more events taking place, not unsurprisingly actual expenditure exceeded budget.

1.2.4 Qualifications

The Qualifications programme delivered a contribution of £26.8k this year, as a result of a strong student recruitment exercise (intake of 45 students across the Foundation and Advanced cohorts) and the return of the EARMA programme, for which ARMA handles the accreditation. For the ARMA programme, we currently have 135 active students.

1.2.5 Conference

After a year's absence, October 2021 saw the return of the ARMA Conference, delivered in a completely new 100%-online format. While delegate income was down, sponsor and exhibitor income exceeded budget and that, coupled with rigorous cost control, delivered a very respectable surplus of £90.6k to Association funds.

1.2.6 International activity

This year saw the pausing of the ReMPro/African Academy programme, as a result of a change of ownership to a new organisation. We concluded our involvement in this phase at the beginning of the year, and were permitted to defer some £38.2k of unspent funds to 2022/23, as it is understood that this programme will recommence during the course of the year. The Wellcome Trust-funded project concluded at the end of Q3, with the return of some unspent funds as a consequence of not being able to deliver all the originally-planned-for outputs due to Covid. ARMA undertook some project work for the UK Collaborative on Development Research at the end of the year, contributing some £6k to Association funds.

1.2.7 Financial Governance

The links to our Accountants, Chater Allan, remain strong with support for the production of the quarterly accounts and end of year financial reporting, utilising the SAGE accounting

package. Chater Allan have excellent oversight of our financial operations and, combined with the close scrutiny by Finance & Governance Committee, and the Board, of monthly cash flow forecasting and quarterly management accounts, we continue to believe that an audit of the Association's finances is not required.

2. Budget for 2022/23

2.1 Introduction

The budget for 2022/23 is a developed version of last year's. It builds on the actual income and expenditure seen last year and continues with the popular digital delivery of most of our activity, with the exception of our new-format hybrid conference.

For the first time for a number of years, we have increased our prices by c.2%, hopefully a modest and sensible course of action set against the current turbulent financial climate. We feel that this is a reasonable undertaking, with ARMA offering better value for money, reduced event prices and an enhanced free-to access offer.

This budget predicts a **deficit** of £76,056, primarily as a consequence of appointing two new roles – of CEO and Head of Membership Engagement, thereby increasing the staff costs. The Board have discussed and approved this level of deficit, on the basis that such new posts are an investment towards creating a more resilient Executive team, better resourced to enable it to deliver the Strategic Objectives. Such posts will also enable the Association to grow its membership (and thereby income), with the expectation that this is a one-off deficit year, with funds returning to a state of equilibrium during 2023/24. The Board has assured itself that the Association has sufficient cashflow to enable this investment to proceed.

2.2 Key points of note

- A realistic budget, in most cases based on actual 2021/22 figures, but with a 2% increase to our prices.
- Conservative, pragmatic assumptions with no stretch targets
- Provision for ARMA's first hybrid Conference, scheduled for November 2022.

- An achievable and comprehensive programme of T&D webinars, delivered entirely online (but not excluding the possibility of a return to partial F2F delivery).
- Continuation of a full digital member-engagement programme, with webinars, Roundtable events, Study Tours, Mentoring Programme, a comprehensive website, two issues of The Protagonist.
- All ARMA's Board, Committee and Working Group meetings continuing to meet online (with the exception of annual Board Strategy meeting).
- Planned and agreed **deficit** of £76,056, to enable appointment of CEO and Head of Membership Engagement roles, thereby achieving a more resilient Executive Office and increased membership income
- Significant cost control and cashflow monitoring will remain in place to protect the Association.
- Recently-awarded Due Diligence grant (from Research England), not included in this budget, will deliver modest contribution to the Association's funds.

2.3 Budget Projection

We believe that we can deliver an excellent programme of engagement, services, information and events for following budget:

Annual Budget 2022/23

Income:

Membership Fees	-	243,471.42
Training, Development & Webinar Programme	-	47,200.00
Annual Conference	-	215,720.00
Professional Qualifications	-	50,626.14
Ethics Consultancy	-	16,000.00
RLUK	-	10,000.00
African Academy	-	38,223.00
Total income	-	<u>621,240.56</u>

Expenditure:

Training, Development & Webinar Programme	-	8,100.00
Annual Conference	-	181,920.36
Professional Qualifications	-	27,283.00
Ethics Consultancy	-	11,200.00
RLUK	-	10,000.00

African Acaemy	-	38,223.00
Member Engagement	-	27,400.00
Professional Development	-	3,000.00
Salaries	-	271,649.07
Governance	-	17,000.00
Office Management	-	67,786.84
Professional Fees	-	33,735.00
Total expenditure	-	<u>697,297.27</u>
Net Surplus/(Deficit)	-	<u><u>(76,056.71)</u></u>

3. Acknowledgements

I would like to thank the following for their assistance with financial matters over the past year:

- Hamish Macandrew and Jo Somerville from the ARMA Executive Office
- Luke Drysdale and Chris Marshall of Chater Allan LLP
- Colleagues from ARMA's F&GC and Board.

Alison Evans
Treasurer
June 2022



Enc 5.2

ARMA (UK)

Annual General Meeting 2022

ARMA Annual Accounts/ Financial Statements 2021/22

The Annual Accounts/ Financial Statements of the Association for the year ended 31st March 2022 are attached for the Members' perusal and approval.

The Treasurer will provide a short narrative to these papers in her presentation.

Members are invited to formally approve the Annual Accounts for the year ending 31 March 2022. Those **not** in agreement should notify the Chief Operating Officer no later than 5.00pm on Tuesday 14th June.

**REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

FOR

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

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**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
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FOR THE YEAR ENDED 31 MARCH 2022**

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**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2022**

DIRECTORS:

Mr S Macandrew
Ms J Stergiou
Dr J Bayley
Ms S Marwaha
Dr J J Hunt
Mr M McCallum
Ms L C Wilson
Dr A J Evans
Ms A S Walcott
Ms R Sara-Kennedy

REGISTERED OFFICE:

Beech House
4a Newmarket Road
Cambridge
Cambridgeshire
CB5 8DT

REGISTERED NUMBER:

05833769 (England and Wales)

ACCOUNTANTS:

Chater Allan LLP
Chartered Accountants
Beech House
4a Newmarket Road
Cambridge
Cambridgeshire
CB5 8DT

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
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**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2022**

The directors present their report with the financial statements of the company for the year ended 31 March 2022.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a professional membership organisation. The company is non profit making and all the resources of the company are committed to the purposes for which the company was established. Income received and not utilised in the period will be utilised in subsequent periods.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2021 to the date of this report.

Mr S Macandrew
Ms J Stergiou
Dr J Bayley
Ms S Marwaha
Dr J J Hunt
Mr M McCallum
Ms L C Wilson

Other changes in directors holding office are as follows:

Ms L Dickson - resigned 31 July 2021
Dr J Rogers - resigned 31 July 2021
Ms S Angulatta - resigned 13 April 2021
Dr A J Evans - appointed 13 April 2021
Ms A S Walcott - appointed 1 August 2021
Ms R Sara-Kennedy - appointed 1 August 2021

STATUS

The company is limited by guarantee. The liability of each member is limited to £1.

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

.....
Ms S Marwaha - Director

Date:

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
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**INCOME STATEMENT
FOR THE YEAR ENDED 31 MARCH 2022**

	Notes	2022 £	2021 £
INCOME		604,278	390,954
Cost of sales		209,076	151,822
GROSS SURPLUS		395,202	239,132
Administrative expenses		278,773	274,096
		116,429	(34,964)
Other operating income		-	8,306
OPERATING SURPLUS/(DEFICIT)	4	116,429	(26,658)
Interest receivable and similar income		-	31
SURPLUS/(DEFICIT) BEFORE TAXATION		116,429	(26,627)
Tax on surplus/(deficit)		-	(4,986)
SURPLUS/(DEFICIT) FOR THE FINANCIAL YEAR		116,429	(21,641)

The notes form part of these financial statements

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK) (REGISTERED NUMBER: 05833769)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**BALANCE SHEET
31 MARCH 2022**

	Notes	£	2022	£	2021	£
FIXED ASSETS						
Intangible assets	5			15,879		19,068
Tangible assets	6			870		1,518
				<u>16,749</u>		<u>20,586</u>
CURRENT ASSETS						
Debtors	7	144,955		151,871		
Cash at bank and in hand		423,929		431,734		
		<u>568,884</u>		<u>583,605</u>		
CREDITORS						
Amounts falling due within one year	8	278,550		413,537		
NET CURRENT ASSETS				<u>290,334</u>		<u>170,068</u>
TOTAL ASSETS LESS CURRENT LIABILITIES				<u>307,083</u>		<u>190,654</u>
RESERVES						
Income and expenditure account				<u>307,083</u>		<u>190,654</u>
MEMBERS' FUNDS				<u>307,083</u>		<u>190,654</u>

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 March 2022.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 March 2022 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on and were signed on its behalf by:

.....
Ms S Marwaha - Director

The notes form part of these financial statements

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

1. STATUTORY INFORMATION

The Association of Research Managers and Administrators (UK) is a private company, limited by guarantee, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Revenue

Revenue represents monies received from sponsoring organisations, subscriptions, donations and sales, excluding value added tax, of publications and materials.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Computer software is being amortised evenly over its estimated useful life of four years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Office furniture	- 25% on reducing balance
Computer equipment	- 33% per annum straight line

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to this scheme are charged to the profit and loss account in the period to which they relate. These contributions are invested separately from the company's assets.

Going concern

The directors have considered the financial position of the company and believe it is well placed to manage its business risks successfully. The directors have considered the impact of COVID-19 and even though there are uncertainties believe there will not be a material adverse impact on the company's ability to continue to trade. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, thus continue to adopt the going concern basis in preparing the financial statements.

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
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**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2022**

3. EMPLOYEES AND DIRECTORS

	2022	2021
	£	£
Wages and salaries	174,724	163,174
Social security costs	9,176	15,780
Other pension costs	10,503	9,270
	<u>194,403</u>	<u>188,224</u>

The average number of employees during the year was as follows:

	2022	2021
Remunerated Management and Admin	<u>7</u>	<u>6</u>

4. OPERATING SURPLUS/(DEFICIT)

The operating surplus (2021 - operating deficit) is stated after charging:

	2022	2021
	£	£
Depreciation - owned assets	1,176	954
Computer software amortisation	<u>14,099</u>	<u>15,180</u>

5. INTANGIBLE FIXED ASSETS

	Other intangible assets £
COST	
At 1 April 2021	103,715
Additions	<u>10,910</u>
At 31 March 2022	<u>114,625</u>
AMORTISATION	
At 1 April 2021	84,647
Charge for year	<u>14,099</u>
At 31 March 2022	<u>98,746</u>
NET BOOK VALUE	
At 31 March 2022	<u>15,879</u>
At 31 March 2021	<u>19,068</u>

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2022**

6. TANGIBLE FIXED ASSETS

	Office furniture £	Computer equipment £	Totals £
COST			
At 1 April 2021	710	10,266	10,976
Additions	-	528	528
Disposals	-	(7,623)	(7,623)
At 31 March 2022	710	3,171	3,881
DEPRECIATION			
At 1 April 2021	73	9,385	9,458
Charge for year	178	998	1,176
Eliminated on disposal	-	(7,623)	(7,623)
At 31 March 2022	251	2,760	3,011
NET BOOK VALUE			
At 31 March 2022	459	411	870
At 31 March 2021	637	881	1,518

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Trade debtors	131,619	111,481
Other debtors	13,336	40,390
	144,955	151,871

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Trade creditors	9,466	37,101
Taxation and social security	7,128	4,827
Other creditors	261,956	371,609
	278,550	413,537

9. RELATED PARTY DISCLOSURES

The company is controlled jointly by the directors.

The income of the company is derived from its principal activities of events and membership services. As a result much of its income is derived from its members, some of whom are also directors. Transactions with directors are on the same terms as all other members.

10. ULTIMATE CONTROLLING PARTY

There is no ultimate controlling party.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2022**

11. PENSION COSTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £12,021 (2021: £11,347).

DRAFT

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**REPORT OF THE ACCOUNTANTS TO THE DIRECTORS OF
THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)**

As described on the Balance Sheet you are responsible for the preparation of the financial statements for the year ended 31 March 2022 set out on pages three to eight and you consider that the company is exempt from an audit.

In accordance with your instructions, we have compiled these unaudited financial statements in order to assist you to fulfil your statutory responsibilities, from the accounting records and information and explanations supplied to us.

Chater Allan LLP
Chartered Accountants
Beech House
4a Newmarket Road
Cambridge
Cambridgeshire
CB5 8DT

Date:

**THE ASSOCIATION OF RESEARCH MANAGERS
AND ADMINISTRATORS (UK)
(A COMPANY THE LIABILITY OF WHOSE
MEMBERS IS LIMITED BY GUARANTEE)**

**DETAILED INCOME AND EXPENDITURE ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2022**

	2022		2021	
	£	£	£	£
Income				
Membership fees	238,188		224,823	
Event income	243,238		74,473	
Consultancy income	23,825		23,550	
African academy income	29,837		20,204	
Wellcome trust income	63,190		47,904	
UKCDR	6,000		-	
	<u> </u>	604,278	<u> </u>	390,954
Cost of sales				
Consultancy	22,788		28,700	
Event costs	79,162		39,834	
African academy costs	29,837		20,204	
Wellcome trust costs	63,190		47,904	
Amortisation of intangible fixed assets				
Computer software	14,099		15,180	
	<u> </u>	209,076	<u> </u>	151,822
GROSS SURPLUS		395,202		239,132
Other income				
Government grant	-		8,306	
Deposit account interest	-		31	
	<u> </u>	-	<u> </u>	8,337
		395,202		247,469
Expenditure				
Wages	174,724		163,174	
Social security	9,176		15,780	
Pensions	10,503		9,270	
Consultancy	2,790		3,568	
Staff costs	2,454		438	
Governance	24,423		7,950	
Office costs	46,943		63,072	
Professional services	6,485		7,785	
Bad debts	99		2,105	
Depreciation of tangible fixed assets	1,176		954	
	<u> </u>	278,773	<u> </u>	274,096
NET SURPLUS/(DEFICIT)		116,429		(26,627)

This page does not form part of the statutory financial statements



Enc 6

ARMA (UK)

Annual General Meeting 2022

Appointment of Directors

June 2022

Introduction

1. This paper presents nominations for the appointment of Directors for ARMA (UK) Ltd.
2. Two of the current Directors, Lorna Wilson and Julie Bayley, are due to conclude their first term of office on 31st July 2022. While Julie Bayley has informed the Board that she wishes to stand down at the end of her term of office, the Association is required to conduct an open appointment process for both roles, in compliance with our Articles. This exercise took place in the early part of the year.

New Board Appointments

3. The 2022 AGM is, therefore, invited **to consider and endorse** the following proposals for Board appointments:
 - a. Re-appointment, for a second term of three years from 1 August 2022, as Director of Training & Development, Lorna Wilson.
 - b. Appointment, for a period of three years from 1 August 2022, as Director without portfolio, Camelia Dijkstra.

Profiles for these two nominations are attached as Annex 1.

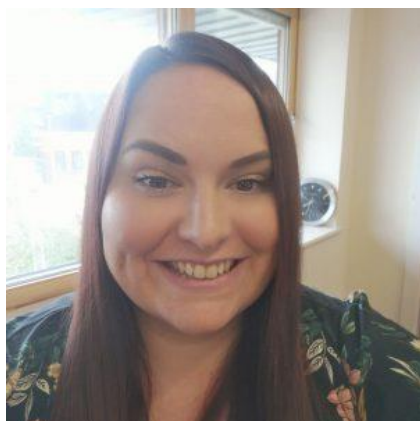
4. The impact of the proposed appointments on the membership of the full Board is set out in Annex 2.
5. In accordance with Agenda for the AGM, those **not** in agreement with the above appointments should notify the Chief Operating Officer no later than 5pm on Tuesday 14 June.

Sapna Marwaha
Deputy Chair, ARMA (UK) Ltd
Chair of the ARMA Finance & Governance Committee
For and on behalf of the Board of Directors
June 2022

Annex 1

ARMA Board Nomination

Lorna Wilson



Lorna is the Co-Director of Research and Innovation Services for Durham University, where she is responsible for leading Research Operations, Research Development, Research Culture and Strategic Projects. She has worked in Higher Education for over 10 years in an array of different research management posts. She joined Durham in 2017 having previously worked for Newcastle. She has an MBA from Durham University, an MA(Res) in Sociology and Social Research from Newcastle University, and a BA(Hons) in Sociology from the University of Strathclyde. Lorna is an active member of UKRI's Research Organisation Consultation Group.

Lorna has benefitted significantly from her engagement with ARMA throughout her career, which kicked off with her completing the ARMA induction in her first ever role in RMA many years ago! Her experience with ARMA is wide ranging and includes (for example) having been the Co-champion of the Research Development Special Interest Group, an active facilitator for our professional development programme, a member of the mentoring scheme panel, and qualification assessor. She was appointed for her first term as Director of Training and Development in 2019. She chairs the T&D Working Group and has been co-chair of the Professional Development Committee, and she is a member of ARMA's EDI Advisory Group. She is also responsible for leading on ARMA's delivery of the RLUK AHRC Research Catalyst Cohort Programme.

ARMA Board Nomination

Camelia Dijkstra



Dr Camelia Dijkstra is the Head of Research Services at the University of Wolverhampton (UoW). Camelia holds a PhD in Biosciences (University of Nottingham) and an MBA (The Open University) with 15 years' experience of research and business management at UK Universities. Past leadership positions include Head of Research Development, Director of Grand Challenges Initiative and Co-Director of the Centre for Biological and Sport Sciences at Coventry University.

Beyond her role at UoW, Camelia is an expert evaluator for the European Commission. She is committed to showcasing and informing ways in which HEIs can make a difference to the regions where they operate and she has developed initiatives in collaborations with HEIs across the UK, ARMA, UKRI and the Universities Policy Engagement Network (UPEN). For the latter, Camelia is chairing a subcommittee on Regional and Devolved policy matters.

Camelia has a varied and active engagement with ARMA. She has chaired a series of activities on the theme of Place from policy, impact and funding perspectives; she is a member of the ARMA delivery team for qualifications as well as of the working group for secondments. In recent years Camelia has also delivered talks and mentored others on research support team management and development.

Annex 2

ARMA Directors and Terms of Office

Updated June 2022

Role	Director	Current Term End	Notes
Chair	Jennifer Stergiou	July 2023	Process for recruitment of Chair Elect to commence June 2022.
Deputy Chair	Sapna Marwaha	July 2024	
Treasurer	Alison Evans	July 2024	
Director Training & Development	Lorna Wilson	July 2022	Lorna Wilson has been selected for a second term of office, subject to endorsement by AGM 2022.
Director of Qualifications	Julie Bayley	July 2022	Julie Bayley concludes her term of office on 31 July 2022. Not standing for re-appointment.
Director of Member Engagement	Matthew McCallum	July 2023	
Director of Conference Planning	Jon Hunt	July 2023	
Director	Rachael Sara-Kennedy	July 2024	
Director	Saskia Walcott	July 2024	
Director	Camelia Dijkstra	July 2025	Subject to endorsement by AGM 2022
Director	Hamish Macandrew		Ex officio as Chief Operating Officer

ARTICLES OF ASSOCIATION
of
THE ASSOCIATION OF RESEARCH
MANAGERS AND
ADMINISTRATORS (UK)

05833769

2018
MS8/AJF/34110/00001

MORTON FRASER 
LAWYERS

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THE ACT
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION

of

THE ASSOCIATION OF RESEARCH MANAGERS AND ADMINISTRATORS (UK)
(THE “ASSOCIATION”)

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1.1 In the Articles, unless the context requires otherwise:

“**Act**” means the Companies Act 2006;

“**Articles**” means the Association’s Articles of Association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**chairperson**” has the meaning given in article 14;

“**chairperson of the meeting**” has the meaning given in article 32;

“**director**” means a director of the Association, and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Act;

“**member**” has the meaning given in section 112 of the Act;

“**ordinary resolution**” has the meaning given in section 282 of the Act;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 12;

“**proxy notice**” has the meaning given in article 38;

“**Research Organisations**” means universities in the United Kingdom or overseas, other publicly funded or not-for-profit bodies and commercial entities concerned with undertaking or funding research;

“**special resolution**” has the meaning given in section 283 of the Act;

“**subsidiary**” has the meaning given in section 1159 of the Act; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Association.

2 Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Association in the event of its:

- 2.1 payment of the Association's debts and liabilities contracted before they cease to be a member;
- 2.2 payment of the costs, charges and expenses of winding up; and
- 2.3 adjustment of the rights of the contributories among themselves.

OBJECTS

3 Objects

- 3.1 The Association's objects are to promote the profession of research management and administration, to provide a forum for the discussion and furtherance of that profession and to facilitate excellence in research by identifying, establishing and promoting best practice in research management and administration.
- 3.2 The Association shall have the following powers (without limitation) to pursue the Association's objects:
 - 3.2.1 to provide training courses, seminars, research facilities and other learning resources for members and non-members;
 - 3.2.2 to purchase, take on lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
 - 3.2.3 to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Association;
 - 3.2.4 to purchase or otherwise acquire plant and machinery including, without limitation, computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
 - 3.2.5 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
 - 3.2.6 to take and accept any gift of money, property or other assets whether subject to any special trust or not;
 - 3.2.7 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise;
 - 3.2.8 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;

- 3.2.9 to invest moneys of the Association not immediately required for its purposes 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;
- 3.2.10 to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any charitable associations or institutions;
- 3.2.11 to form links with organisations in a similar field to the Association and to make financial contributions both in the UK and overseas to such organisations;
- 3.2.12 to grant bursaries to members of the Association by way of contribution to professional activities or development;
- 3.2.13 to undertake and execute charitable trusts;
- 3.2.14 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of article 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 3.2.15 to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Association and prohibit payment of any dividend or profit to and the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by these Articles;
- 3.2.16 to pay out of funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association;
- 3.2.17 to do all such other lawful things as shall further the attainment of the objects of the Association or any of them.

4 No distribution to members

- 4.1 The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in article 3 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association. Other than the role of chief operating officer (which may be remunerated in accordance with article 4.2.1), no director of the Association shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.
- 4.2 Nothing in this article 4 prevents any payment in good faith by the Association:
 - 4.2.1 of reasonable and proper remuneration to any member, officer or employee of the Association (not being a director other than the chief operating officer) for any services rendered to the Association and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Association;

- 4.2.2 of reasonable and proper remuneration to any director of the Association for any services rendered to the Association other than in performance of their duties as a director and of travelling expenses incurred in providing such services;
 - 4.2.3 of interest on money lent by a member or director of the Association at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Association's clearing bankers or 3% whichever is the greater;
 - 4.2.4 to any director of reasonable out-of-pocket expenses incurred in carrying out their duties as director;
 - 4.2.5 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Association or a director may be a member holding not more than 1% of the issued share capital of such company;
 - 4.2.6 of reasonable and proper rent for premises demised or let by any member of the Association or any director; or
 - 4.2.7 of any premium in respect of any such insurance as is permitted by article 46.
- 4.3 If upon the 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 of the Association, but shall be given or transferred to:
- 4.3.1 some other company, association or body having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of article 4 hereof, or
 - 4.3.2 if so far as effect cannot be given to such provision, then to a charitable body
- in each case, such body or bodies to be determined by the members of the Association at or before the time of dissolution,

DIRECTORS' POWERS AND RESPONSIBILITIES

5 **Directors' general authority**

Subject to the Articles, the directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

6 **Members' reserve power**

- 6.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 6.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

7 **Directors may delegate**

- 7.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:
- 7.1.1 to such person or committee;
 - 7.1.2 by such means (including by power of attorney);
 - 7.1.3 to such an extent;
 - 7.1.4 in relation to such matters or territories; and
 - 7.1.5 on such terms and conditions,
- as they think fit.
- 7.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 7.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

8 Committees

- 8.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.
- 8.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 8.3 The board of directors (the "**board**") shall have the authority to constitute committees in order to promote the development of the Association and contribute to the delivery of the Association's activities (the "**strategic committees**").
- 8.4 Each strategic committee shall be chaired by a director and shall be required to report to the board.
- 8.5 Each strategic committee shall operate in accordance with terms of reference which shall be agreed among strategic committee members and approved by the board. The terms of reference shall set out:-
- 8.5.1 the purpose and scope of the strategic committee;
 - 8.5.2 the process for appointment of members to the strategic committee;
 - 8.5.3 the authority of the strategic committee to transact business;
 - 8.5.4 the method for admitting members to the strategic committee;
 - 8.5.5 requirements in relation to holding meetings;
 - 8.5.6 requirements for reporting to the board; and
 - 8.5.7 arrangements for periodic review of the effectiveness of the strategic committee.
- 8.6 The board shall also have the authority to constitute any other group which is required to carry out the key activities which are essential to meeting the Association's strategic objectives, including without limitation working groups, advocacy groups, special

interest groups and member forums (the "**special committees**"). Any such special committee shall be constituted for a specific, time-limited purpose, and the board shall determine the applicable terms of reference (including the terms for determining membership of such special committees) for each special committee at the time of constituting such special committee.

DECISION-MAKING BY DIRECTORS

9 **Directors to take decisions collectively**

The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

10 **Unanimous decisions**

10.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

10.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

10.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11 **Calling a directors' meeting**

11.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

11.2 Notice of any directors' meeting must indicate:

11.2.1 its proposed date and time;

11.2.2 where it is to take place; and

11.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.3 Notice of a directors' meeting must be given to each director, but need not be in writing.

11.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

12 **Participation in directors' meetings**

12.1 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

12.1.1 the meeting has been called and takes place in accordance with the Articles; and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13 Quorum for directors' meetings

13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than one third of the current number of directors or four directors, whichever is greater.

13.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

13.3.1 to appoint further directors; or

13.3.2 to call a general meeting so as to enable the members to appoint further directors.

14 Chairing of directors' meetings

14.1 The chairperson shall be the chairperson of the board and shall preside at every meeting of directors at which they are present.

14.2 If the chairperson is not participating in a directors' meeting within ten minutes of the time at which it was to start, the deputy chairperson shall be chairperson, or failing that, the participating directors must appoint one of themselves to chair it.

15 Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the meeting has a casting vote.

15.2 But this does not apply if, in accordance with the Articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16 Conflicts of interest

16.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 If article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.

- 16.3 This article 16.3 applies when:
- 16.3.1 the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 16.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 16.3.3 the director's conflict of interest arises from a permitted cause.
- 16.4 For the purposes of this article 16, the following are permitted causes:
- 16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - 16.4.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 16.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 16.5 For the purposes of this article 16, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 16.6 Subject to article 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairperson whose ruling in relation to any director other than the chairperson is to be final and conclusive.
- 16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairperson, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairperson is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17 Records of decisions to be kept

The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

18 Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

19 Number of Directors

- 19.1 Unless otherwise determined by ordinary resolution, the number of directors shall be not less than five and not more than 10, including the chief operating officer (as an *ex officio* member of the board and company secretary).
- 19.2 The following shall be designated as "**office bearers**" of the board and shall be appointed by the members in accordance with articles 20 and 21:
- 19.2.1 chairperson;
 - 19.2.2 deputy chairperson;
 - 19.2.3 chief operating officer (ex officio member and company secretary); and
 - 19.2.4 treasurer.
- 19.3 In addition to the office bearers, up to a further six directors shall be appointed by the members in accordance with articles 20 and 21.
- 19.4 If a post should fall vacant for an office bearer between general meetings, the directors may appoint any one of the other directors or any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with articles 20 and 21 below.
- 19.5 If a post should fall vacant for any director (other than an officer bearer) between general meetings, the directors may appoint any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an appointment in accordance with articles 20 and 21 below.
- 19.6 The roles of the office bearers and the other directors shall be determined by the board as and when it considers appropriate.

20 Nomination of directors

- 20.1 All directors other than the chief operating officer must be members of the Association. The chief operating officer may, but does not have to be, a member.
- 20.2 Any member can put him or herself forward for appointment as a director by written notice to the board following an open call to the members for expressions of interest.
- 20.3 All nominations shall be considered by the board against appointment criteria which is based upon a skills matrix in relation to the expertise and knowledge which is required for the role being applied for.
- 20.4 No person will be proposed for appointment as a director unless they meet the requirements laid down in the skills matrix.
- 20.5 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the general meeting of those persons who have been successfully nominated for appointment or re-appointment as a director to be approved by the members at such general meeting. The notice shall give such particulars of those persons as the directors see fit.

21 **Methods of appointing directors**

- 21.1 Any appointment of a director shall be approved by the members at a general meeting following nomination in accordance with article 20.
- 21.2 No person shall be appointed or reappointed as a director at a general meeting unless:-
- 21.2.1 they have been nominated in accordance with article 20; and
 - 21.2.2 they are willing and able to act as a director.
- 21.3 All directors shall be appointed with effect from 1 August in the same year as the general meeting at which their appointments are approved, unless an alternative effective date is stated in the resolution appointing such director.
- 21.4 Where a director is appointed to the role of chairperson, such appointment shall be for a period of three years (the “**Chairperson Appointment Period**”). Before commencing the Chairperson Appointment Period, the appointee shall be designated as Chairperson Elect for a period of 12 months. At the conclusion of the Chairperson Appointment Period, the appointee shall be designated Immediate Past Chairperson for a period of 12 months. During their periods as Chairperson Elect and Immediate Past Chairperson, they shall be entitled to attend meetings of the board with observer status, but shall not be permitted to hold an appointment as a director of the Association. No person may be appointed to the role of chairperson for more than one Chairperson Appointment Period.
- 21.5 Where a director is appointed to a role as office bearer other than as chairperson, such appointment shall be for a period of three years (the “**Appointment Period**”). A director shall not be entitled to hold the same role as office bearer for more than two full consecutive Appointment Periods, save always that any director appointed by the board to fill a vacancy in accordance with article 19.4 shall be entitled to serve in that vacant position until 31 July of that calendar year and may be reappointed to the same office for a further two full consecutive Appointment Periods. For the avoidance of doubt, as specified in article 21.4, no person may be appointed to the role of chairperson for more than one Chairperson Appointment Period.
- 21.6 At any general meeting after a director has served for a continuous period of six years or more, such director shall not be eligible for reappointment as a director without a break from serving as a director for at least 12 months.
- 21.7 In any case where, as a result of death, the Association has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 21.8 For the purposes of article 21.3, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

22 **Termination of director’s appointment**

A person ceases to be a director as soon as:

- 22.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- 22.2 a bankruptcy order is made against that person;
- 22.3 a composition is made with that person’s creditors generally in satisfaction of that person’s debts;

- 22.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 22.5 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- 22.6 they shall for twelve or more consecutive months have been absent without permission of the directors from board meetings held during that period and the other directors resolve that their office be vacated; or
- 22.7 the other directors (acting unanimously for this purpose) determine that such director shall be removed from office.

23 **Alternate directors**

- 23.1 Any director (the "**appointor**") may appoint as an alternate any other director, or any other person approved by a decision of the directors, to:
 - 23.1.1 exercise that director's powers; and
 - 23.1.2 carry out that director's responsibilities,in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 23.2 Any appointment or removal of an alternate must be effected by notice in writing to the Association signed by the appointor, or in any other manner approved by the directors. The notice must:
 - 23.2.1 identify the proposed alternate, and
 - 23.2.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that they are willing to act as the alternate of his appointor.
- 23.3 An alternate director has the same rights to participate in any directors' meetings or decision of the directors reached in accordance with these Articles, as the alternate's appointor.
- 23.4 Except as these Articles specify otherwise, alternate directors:
 - 23.4.1 are deemed for all purposes to be directors;
 - 23.4.2 are liable for their own acts or omissions;
 - 23.4.3 are subject to the same restrictions as their appointors; and
 - 23.4.4 are not deemed to be agents of or for their appointors.
- 23.5 A person who is an alternate director but not a director:
 - 23.5.1 may be counted as participating for the purposes of determining whether a quorum is participating (but only if that person's appointor is not participating), and
 - 23.5.2 may sign or otherwise signify their agreement in writing to a written resolution in accordance with article 10 (but only if that person's

appointor has not signed or otherwise signified their agreement to such written resolution).

No alternate may be counted as more than one director for such purposes.

23.6 An alternate director is not entitled to receive any remuneration from the Association for serving as an alternate director.

23.7 Any reference in article 25 to "directors" shall include a reference to "alternate directors".

23.8 An alternate director's appointment as an alternate terminates:

23.8.1 when the alternate's appointor revokes the appointment by notice to the Association in writing specifying when it is to terminate;

23.8.2 on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's office as director;

23.8.3 on the death of the alternate's appointor; or

23.8.4 when the alternate's appointor's appointment as director terminates.

24 **Directors' remuneration**

Directors, other than the director occupying the office of chief operating officer, shall not be entitled to remuneration for their services to the Association as directors.

25 **Directors' expenses**

The Association may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

25.1 meetings of directors or committees of directors;

25.2 general meetings; or

25.3 separate meetings of the holders of debentures of the Association,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

BECOMING AND CEASING TO BE A MEMBER

26 **Qualifications for membership**

Membership of the Association is open to:

26.1 employees of Research Organisations who have a predominantly administrative or managerial involvement in any discipline of research;

26.2 employees of organisations concerned with the supply of services in respect of research activities of Research Organisations; and

- 26.3 individuals who have a predominantly administrative or managerial involvement in any discipline of research, or, who are otherwise concerned with the supply of services in respect of research activities of Research Organisations.

27 Applications for membership

- 27.1 Any person who wishes to become a member must complete an application for membership in a form approved by the directors.
- 27.2 No member shall be admitted as a member of the Association unless they are approved by the directors and have paid the appropriate subscription fees.

28 Termination of membership

- 28.1 A member may withdraw from membership of the Association by giving 7 days' notice to the Association in writing.
- 28.2 Membership is not transferable.
- 28.3 A person's membership terminates automatically when that person dies, or in the case of any corporate members, ceases to exist.
- 28.4 The directors may terminate a person's membership by notice in writing to that person for any of the following reasons:
- 28.4.1 the member no longer meets the membership criteria set out in article 26 above; or
 - 28.4.2 the member fails to comply with any provisions of these Articles.

ORGANISATION OF GENERAL MEETINGS

29 General meetings

- 29.1 The directors must arrange at least one general meeting (an "**AGM**") in each calendar year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
- 29.2 The gap between the date of one AGM and the next must not be more than 15 months.
- 29.3 The AGM in each year shall be held at such time and place as the directors shall appoint.

30 Attendance and speaking at general meetings

- 30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.2 A person is able to exercise the right to vote at a general meeting when:
- 30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

30.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

30.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31 **Quorum for general meetings**

31.1 No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the members attending it do not constitute a quorum.

31.2 The greater of:

31.2.1 35 persons or

31.2.2 1% of the total number of persons

in each case entitled to vote upon the business to be transacted at the time of the meeting (each person being a member or a proxy for a member) shall be quorum.

31.3 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand to be adjourned to the same day in the next week at the same time and place or to such other time as the directors may determine.

32 **Chairing general meetings**

32.1 The chairperson shall chair general meetings if present and willing to do so.

32.2 If the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

32.2.1 the deputy chairperson; or

32.2.2 the directors present; or

32.2.3 (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article 32 is referred to as "**chairperson of the meeting**".

33 **Attendance and speaking by non-members**

The chairperson of the meeting may permit other persons who are not members of the Association to attend and speak at a general meeting.

34 **Adjournment**

- 34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairperson of the meeting must adjourn it.
- 34.2 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if:
- 34.2.1 the meeting consents to an adjournment; or
 - 34.2.2 it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the chairperson of the meeting must:
- 34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 34.5.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 34.5.2 containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

35 **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

36 **Errors and disputes**

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the chairperson of the meeting whose decision is final.

37 **Poll votes**

- 37.1 A poll on a resolution may be demanded:

- 37.1.1 in advance of the general meeting where it is to be put to the vote; or
- 37.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 37.2 A poll may be demanded by:
 - 37.2.1 the chairperson of the meeting;
 - 37.2.2 the directors;
 - 37.2.3 two or more persons having the right to vote on the resolution; or
 - 37.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 37.3 A demand for a poll may be withdrawn if:
 - 37.3.1 the poll has not yet been taken; and
 - 37.3.2 the chairperson of the meeting consents to the withdrawal.
- 37.4 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

38 **Content of proxy notices**

- 38.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
 - 38.1.1 states the name and address of the member appointing the proxy;
 - 38.1.2 identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - 38.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 38.1.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 38.4 Unless a proxy notice indicates otherwise, it must be treated as:
 - 38.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 38.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 **Delivery of proxy notices**

- 39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 39.2 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 39.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 39.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

40 **Amendments to resolutions**

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 40.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine); and
 - 40.1.2 the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - 40.2.1 the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 40.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

41 **Means of communication to be used**

- 41.1 Subject to the 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.
- 41.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors 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.

41.3 A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

42 **Company seals**

The Association shall not have a seal.

43 **No right to inspect accounts and other records**

Except as provided by law or authorised by the directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a member.

44 **Provision for employees on cessation of business**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

45 **Indemnity**

45.1 Subject to article 45.2, a relevant director of the Association or an associated Association may be indemnified out of the Association's assets against:

45.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;

45.1.2 any liability incurred by that director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

45.1.3 any other liability incurred by that director as an officer of the Association or an associated company.

45.2 This article 45 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

45.3 In this article 45:

45.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

45.3.2 a "**relevant director**" means any director or former director of the Association or an associated company.

46 **Insurance**

46.1 The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.

46.2 In this article 46:

- 46.2.1 a “**relevant director**” means any director or former director of the Association or an associated company;
- 46.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or associated company; and
- 46.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.