

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
Of
Ulster University Students' Union
Company Number: NI646426

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Table of Contents and Comments

Key Constitutional Provisions **Page 1**

This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the articles can be amended.

Membership **Page 8**

This section describes who the members of the students' union are.

Referendums **Page 10**

This section describes how a referendum may be called.

Meetings **Page 11**

This section describes how Student Members' meetings are called and what business will take place within them and how Company Law Meetings are called.

Trustees **Page 14**

This section describes who the trustees are, how they are appointed, how they can be removed and their powers.

The Student Executive Committee **Page 22**

This section describes who the Student Executive Committee are, how they are appointed, how they can be removed and their powers.

Decision Making By Trustees **Page 22**

This section describes how trustees can make decisions and how trustee meetings will be called and run.

Student Council **Page 27**

This section deals with the powers and responsibilities of student council.

Administrative Arrangements and Miscellaneous Provisions **Page 27**

This section deals with miscellaneous issues and includes a table of definitions and interpretations.

The Companies Act 2006
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Articles of Association of Ulster University Students' Union (NI646426)

BACKGROUND

- A. The Ulster University Students' Union (the "Union") derives its existence and authority from the Statutes and Ordinances of Ulster University (the "University"). The Union is devoted to the educational interests and welfare of its Student Members.
- B. In accordance with Statute IV, the functions of the Union shall be to:
- (1) promote the interests of the students and to represent them in all matters affecting their interests;
 - (2) afford a recognised means of communication between the students and the authorities of the University;
 - (3) promote social intercourse and unity of spirit and feeling among the students; and to
 - (4) bring the students into closer relations with the students of other universities and institutions of further and high education.
- C. In accordance with Ordinance XXXIX, the aims and objectives of the Union shall be to:
- (a) foster and develop a corporate spirit among its members;
 - (b) promote the general and particular interests of its members and to represent them in all matters affecting their interests;
 - (c) afford the recognised channel of communication between its members and the University;
 - (d) provide, maintain and develop facilities and services for its members;
 - (e) assist in the development of the social, cultural and athletic life of its members;
 - (f) establish and maintain relations between students of the University and those of other institutions of education;
 - (g) enhance the standing of students in the community.
- The Union shall in carrying out its functions have due regard to the need to promote equality of opportunity between persons regardless of different religious belief, political opinion, racial group, age, marital status, sexual orientation, gender, disability status or number of dependants.
- D. The Union will seek at all times to:

- (i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;
 - (ii) pursue its aims and objectives independent of any political party or religious group; and
 - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- E. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.
- F. The Union works alongside the University in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Student Members are met.

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 56. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Objects

The objects of the Union are the advancement of education of Students at Ulster University for the public benefit by:

- 2.1 promoting the interests and welfare of Students at Ulster University during their course of study and representing, supporting and advising Students;
- 2.2 being the recognised representative channel between Students and Ulster University and any other external bodies; and
- 2.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

3. Powers

To further its objects, but not to further any other purpose, the Union may:

- 3.1 provide services and facilities for Student Members;
- 3.2 establish, support, promote and operate a network of student activities for Student Members;

- 3.3 support any RAG or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 3.4 alone or with other organisations:
 - 3.4.1 carry out campaigning activities;
 - 3.4.2 seek to influence public opinion; and
 - 3.4.3 make representations to and seek to influence governmental and other bodies and institutionsregarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which a Northern Ireland charity may properly undertake and provided that the Union complies with any guidance published by the Charity Commission for Northern Ireland;
- 3.5 provide or procure the provision of advice, counselling and guidance;
- 3.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 3.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.9 provide or appoint others to provide advice, guidance, representation and advocacy;
- 3.10 enter into contracts to provide services to or on behalf of other bodies;
- 3.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.13 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 3.14 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;

- 3.15 purchase or acquire all or any of the property, assets, liabilities and engagement of any charity with objects similar to the Union's objects;
- 3.16 undertake and execute charitable trusts;
- 3.17 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.18 pay out of the funds of the Union the costs of forming and registering the Union;
- 3.19 accept (or disclaim) gifts of money and any other property;
- 3.20 raise funds by way of subscription, donation or otherwise;
- 3.21 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.22 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Union must comply as appropriate with charity legislation);
- 3.23 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with charity legislation if it wishes to mortgage land);
- 3.24 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 3.25 make grants or loans of money and give guarantees;
- 3.26 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;
- 3.27 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.28 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 3.28.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 3.28.2 every transaction is reported in a timely manner to the Trustees;
 - 3.28.3 the performance of the investments is reviewed regularly by the Trustees;

- 3.28.4 the Trustees are entitled to cancel the delegation at any time;
- 3.28.5 the investment policy and the delegation arrangements are reviewed regularly;
- 3.28.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
- 3.28.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 3.29 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.30 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.31 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 3.32 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 3.33 incorporate and acquire subsidiary companies to carry on any trade;
- 3.34 subject to Article 4 (Limitation on private benefits):
 - 3.34.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.34.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 3.35 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 3.36 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 93 of the Charities Act (Northern Ireland) 2008 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 93 shall be treated as references to officers of the Charity); and
- 3.37 do all such other lawful things as may further the Union’s objects.

4. Limitation on private benefits

- 4.1 The income and property of the Union shall be applied solely towards the promotion of its objects.

Permitted benefits to Company Law Members, Trustees and Connected persons

- 4.2 No part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles 4.3 or 4.4.

- 4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Union;
- 4.3.2 be employed by, or receive any remuneration from, the Union; or
- 4.3.3 receive any other financial benefit from the Union;

unless the payment is permitted by Article 4.4 or authorised by the court or the Charity Commission for Northern Ireland.

- 4.4 A Trustee may receive the following benefits from the Union:

- 4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;
- 4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;
- 4.4.3 a Student Officer Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Student Officer Trustees and persons Connected with a Trustee under contracts of employment with the Union;
 - (b) subject to Article 4.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (c) if the person being remunerated is a Trustee the procedure described in Article 45 (Conflicts of interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (d) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 45 (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;

- 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
- 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union;
- 4.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.36; and
- 4.4.7 a Trustee or other officer of the Union may receive payment under an indemnity from the Union in accordance with the indemnity provisions set out at Article 55;

provided that where benefits are conferred under Article 4.4, Article 45 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

5. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount that each Company Law Member undertakes to contribute to the assets of the Union in the event of its being wound up while they are a Company Law Member or within one year after they cease to be a Company Law Member, for:

- 5.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Dissolution

- 6.1 At any time before, and in expectation of, the winding up or dissolution of the Union, the Trustees may resolve that any net assets of the Union after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Union be applied or transferred in any of the following ways:
 - 6.1.1 directly for the objects of the Union; or
 - 6.1.2 to any charity or charities:
 - (a) for purposes similar to the objects of the Union; or
 - (b) for use for particular purposes that fall within the objects of the Union.
- 6.2 In no circumstances shall the net assets of the Union be paid to or distributed among the Company Law Members of the Union under this Article 6.

- 6.3 If no resolution is passed in accordance with Article 6.1, the net assets of the Union shall be applied for such charitable purposes as are directed by the Charity Commission for Northern Ireland.

7. Reviewing and Amending the Articles

- 7.1 The Trustees and the University shall be required to review the provisions of these Articles at intervals of not more than five years.
- 7.2 No amendment shall be made to these Articles which would have the effect of the Union ceasing to be a charity.
- 7.3 Article 2 (Objects) and Article 4 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission for Northern Ireland.
- 7.4 These Articles may be amended, subject to Article 7.5, by:
- 7.4.1 a resolution of the Student Members passed at a general meeting by at least 50% of those present and voting; or
- 7.4.2 by a resolution passed by a simple majority of the Student Members voting in a referendum, provided that at least 3% of Student Members cast a vote in the referendum.
- 7.5 Article 7.4 is subject to the University approving the proposed amendment(s).

PART 2 MEMBERS

8. Members of the Union

- 8.1 The Members of the Union shall be as follows:
- 8.1.1 the Student Members;
- 8.1.2 the Associate Members; and
- 8.1.3 the Company Law Members.

BECOMING AND CEASING TO BE A STUDENT MEMBER

9. Student Members

- 9.1 The Student Members shall be as follows:
- 9.1.1 each and every Student who has not opted out by notifying the University or the Union of their wish not to be a Student Member; and
- 9.1.2 the Student Officers.

9.2 The names of the Student Members shall be entered in the register of Student Members.

9.3 Student Members shall be entitled to the benefits set out in the Code of Practice.

10. Termination of Student Membership

Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Union if:

10.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Student Member's Student status with the University is revoked by the University;

10.2 they cease to be a Student Officer;

10.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws;

10.4 in the case of Members other than the Student Officers, a resolution is passed by a majority vote of the Student Council resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by, or of making written representations to, the Student Council; or

10.5 a decision is made to remove them from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members.

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

11. Trustees as Company Law Members

11.1 Until and including the Effective Date, the subscribers to the Memorandum of Association of the Union shall be the Company Law Members. Thereafter, the Trustees from time to time shall be the only Company Law Members.

11.2 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.

11.3 The names of the Company Law Members must be entered in the register of Company Law Members.

12. Termination of Company Law Membership

- 12.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.
- 12.2 Company Law Membership is not transferable and shall cease on death.

ASSOCIATE MEMBERS

13. Associate Members

- 13.1 The Student Council may elect to, and remove from, associate membership of the Union such persons as they consider to be fit.
- 13.2 The Student Council shall determine the form of application for associate membership and associate membership shall be subject to such rights and obligations as the Student Council consider appropriate.
- 13.3 Associate Members shall not be Student Members for the purposes of these Articles of Association and shall not be entitled to vote on any matter.

CODE OF CONDUCT

14. Code of Conduct

- 14.1 The Board of Trustees will establish and monitor a “code of conduct” that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.
- 14.2 The code of conduct or disciplinary procedure for Members may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of some of the rights and privileges of Membership, including the holding of office.

REFERENDUMS

15. Referendums

- 15.1 A Referendum may be called on any issue by:
 - 15.1.1 a resolution of the Trustees;
 - 15.1.2 a majority vote of the Student Council; or
 - 15.1.3 subject to Articles 7 and 29.3, a Secure Petition signed by at least 1% of Student Members who will be affected.
- 15.2 Subject to Articles 7 and 29.3, a resolution may only be passed by Referendum if at least 3% of Student Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 15.3 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.

- 15.4 Subject to Articles 7 and 29.3, the Student Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set by the Student Council and Policy set by the Student Members at a Student Members' meeting.

STUDENT MEMBERS' MEETINGS

16. Student Members' meetings

- 16.1 The Union shall hold an annual Student Members' meeting once in each calendar year. Not more than 18 months shall pass between the date of one annual Student Members' meeting and the next. The annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.

Other General Meetings

- 16.2 The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 30 Student Members having the right to attend and vote at general meeting.

Location of Meetings

- 16.3 Annual Student Members' meetings and general meetings may be carried out at one single venue or simultaneously at a maximum of four separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

Length of Notice

- 16.4 A Student Members' meeting or a general meeting shall be called by at least 14 clear days' written notice.

Contents of Notice

- 16.5 Every notice calling a Student Members' meeting or a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual Student Members' meeting, the notice must say so and the business to be transacted shall include:
- (i) ratification of minutes of previous AGM;
 - (ii) receiving the report of the Trustees on the Union's activities since the previous AGM;
 - (iii) receiving the accounts of the Union for the previous financial year;
 - (iv) appointment of the auditors;
 - (v) approving the list of affiliations of the Union; and

- (vi) open questions to the Trustees by the Student Members.

Service of Notice

- 16.6 Notice of Student Members' and general meetings shall be given to every Student Member and to the Trustees and any patron of the Union.

Quorum

- 16.7 No business shall be transacted at any Student Members' meeting or general meeting unless a quorum is present. 30 persons entitled to vote upon the business to be transacted, each being a Student Member (but excluding Trustees), shall be a quorum.
- 16.8 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Student Members present shall be a quorum.

Chair

- 16.9 The chair of Student Council or in his or her absence the Deputy Chair shall preside as chair of the meeting. In the absence of the chair of Student Council and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be chair.

Attendance

- 16.10 A Trustee may, even if not a Student Member, attend and speak at any Student Members' meeting or general meeting.

Adjournment

- 16.11 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Votes of Student Members at Meetings

- 16.12 Every Student Member has the right to attend Student Members' meetings and general meetings and the right to vote. A resolution put to the vote of a Student Members' meeting or a general meeting shall be decided on a show of hands, and every Student Member shall have one vote.

- 16.13 Every resolution put to the vote of a Student Members' meeting or a general meeting shall be decided by a simple majority of the votes cast unless these Articles provides otherwise.
- 16.14 For the avoidance of doubt, any Student Members' meeting held under this Article 16 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

COMPANY LAW MEETINGS

17. Company Law Meetings

- 17.1 The Trustees may call a Company Law Meeting at any time.
- 17.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 17.3 A Company Law Meeting is likely to only be required where the Union wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend the Union's Articles of Association.

WRITTEN RESOLUTIONS

18. Written Resolutions

- 18.1 Subject to this Article 18, a written resolution agreed by:
- 18.1.1 Company Law Members representing a simple majority; or
 - 18.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;
- of the eligible Company Law Members shall be effective.
- 18.2 On a written resolution each Company Law Member shall have one vote.
- 18.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

Circulation

- 18.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 18.5 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

18.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

18.7 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

18.8 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:

18.8.1 identifying the resolution to which it relates; and

18.8.2 indicating the Company Law Member's agreement to the resolution.

18.9 For the purposes of Article 18.8:

18.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

18.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Union; or

(b) where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.

18.10 If the Union gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

**PART 3
TRUSTEES**

APPOINTMENT AND RETIREMENT OF TRUSTEES

19. Appointment of Trustees

Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the academic year 2017/18 shall be the Trustees of the Union and shall be deemed to be the Union's Student

Officer Trustees, Student Trustees and External Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

- 19.1 Student Officer Trustees, elected in accordance with Article 20
- 19.2 Student Trustees, appointed in accordance with Article 21; and
- 19.3 External Trustees, appointed in accordance with Article 22

20. Student Officer Trustees and Student Officers

- 20.1 Student Officers shall be elected by secret ballot of the Student Members of the Union at an election to be held in accordance with the Bye-laws.
- 20.2 The Student Officers from time to time shall be the Student Officer Trustees. Except where otherwise indicated, references in these Articles to "Student Officer Trustees" are to individuals acting solely in their capacity as Student Officer Trustees.
- 20.3 A Student Officer shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Student Officer may be re-elected to office by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. A Student Officer may serve in office for a maximum of three one year terms, but shall not hold any one office for more than two one year terms. For the avoidance of doubt, a Student Officer's term of office may be either consecutive or non-consecutive.
- 20.4 Each Student Officer must be a Student or a Student Officer at the time of their election. In accordance with Article 9, each Student Officer shall become a Student Member on commencement of their appointment or re-appointment as a Student Officer. Such Student Membership shall cease when the Student Officer ceases to be a Student Officer.
- 20.5 At the same time as commencing the term of office as a Student Officer, the Student Officer will enter into a contract of employment with the Union for a term to be determined by these Articles. The duties and method of remuneration of each Student Officer shall be as set out in the Bye-Laws.

21. Student Trustees

- 21.1 Subject to Article 21.2 below, Student Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Student Trustee is ratified by a vote held at the Student Council in accordance with the Bye-Laws. For the avoidance of doubt, such appointment shall not take place until it has been ratified by the Student Council
- 21.2 Each Student Trustee must be a Student at the time of their election and for the duration of his or her term as a Student Trustee.

21.3 Unless their appointment is terminated in accordance with articles 23, 24 or 25, Student Trustees shall remain in office for a term up to two years commencing in accordance with the Bye-laws.

21.4 A Student Trustee may serve in office for a maximum of two terms. For the avoidance of doubt, a Student Trustee's term of office may be either consecutive or non-consecutive

22. External Trustees

22.1 External (non-student) Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a vote held at the Student Council in accordance with the Bye-Laws. For the avoidance of doubt, such appointment shall not take place until it has been ratified by the Student Council.

22.2 Unless their appointment is terminated in accordance with articles 23, 24 or 25, External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

22.3 External Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

23. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

23.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;

23.2 they are disqualified under charity legislation from acting as a trustee of a charity;

23.3 in the case of a Student Officer Trustee, they cease to be a Student Officer or an employee of the Union;

23.4 in the case of a Student Trustee, they cease to be a Student;

23.5 in the case of a Student Officer Trustee or a Student Trustee, they are removed from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members;

23.6 they resign by notice in writing to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

23.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;

- 23.8 they fail to attend two consecutive meetings of the Trustees, and in the opinion of the Trustees there are no mitigating circumstances for that failure, and the Trustees resolve that the Trustee be removed for this reason;
- 23.9 they cease to be a Company Law Member; or
- 23.10 they are removed from office under Articles 24, 25 or 26.

24. Removal of Trustees by the Student Members or the Student Council

The office of a Trustee shall be vacated if:

- 24.1 a motion of no confidence in the Trustee is passed by a two thirds majority of the Student Members voting in a Referendum, provided that at least 3% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed by at least 1% of the Student Members; or
- 24.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition signed or agreed by at least 1% of the Student Members.

Removal of Student Trustees or External Trustees by the Board

- 25. The office of a Student Trustee or External Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 41.

26. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 26.1 resign or die;
- 26.2 are removed from office as an Elected Officer by
 - 26.2.1 a motion of no confidence in the Elected Officer is passed by a two thirds majority of the Student Members voting in a Referendum, provided that at least 3% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1% of the Student Members; or
 - 26.2.1 a motion of no confidence in the Elected Officer is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1% of the Student Members;

provided that, in the case of a Student Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Student

Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

27. Rights of Removed Student Trustee or External Trustee

- 27.1 A resolution to remove a Student trustee or an External Trustee in accordance with Article 25 shall not be passed unless the Trustee concerned has been given at least 14 days clear notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by, or making representation to, the Trustees.
- 27.2 A Student Trustee or External Trustee removed from office in accordance with Article 25 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the resolution. The selection of the members of the Appeal Panel and its procedures shall be set out in the Bye-Laws.

28. Replacement of Trustees

- 28.1 If a Student Officer Trustee resigns, is disqualified, or is removed from office within the first six months of their term, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.
- 28.2 If a Student Officer Trustee resigns, is disqualified, or is removed from office when there is less than six months left of their term, the post shall remain vacant until the next elections are held and the work of that Student Officer Trustee shall be shared between the remaining Student Officer Trustees.
- 28.3 If a Student Trustee resigns, is disqualified, or is removed from office within the first six months of their term, a Student Trustee may be elected to the vacancy in accordance with Article 21; or
- 28.4 If a Student Trustee resigns, is disqualified, or is removed from office when there is less than six months left of their term, their office may be filled by the Student Council from such persons as have been nominated by the Appointments Committee provided that the election of each Student Trustee is approved by a 75% majority of the Student Council.
- 28.5 If an External Trustee resigns, is disqualified, or is removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article 22.

TRUSTEES' POWERS AND RESPONSIBILITIES

29. Trustees' general authority

- 29.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to these Articles and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which at quorum is present may exercise all powers exercisable by the Trustees.

- 29.2 The Board's powers under Article 29.1 shall include but not be limited to responsibility for:
- 29.2.1 the governance of the Union;
 - 29.2.2 the budget of the Union; and
 - 29.2.3 the strategy of the Union.
- 29.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 29.3.1 has or may have any financial implications for the Union;
 - 29.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 29.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 29.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 29.2.
- 29.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 29.5 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if, and so long as, the number of Trustees is less than the number fixed as the quorum in Article 41, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 29.6 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 29.6.1 was not properly appointed;
 - 29.6.2 was disqualified from holding office;
 - 29.6.3 had vacated office; or
 - 29.6.4 was not entitled to vote.
- 30. Trustees may delegate**
- 30.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

- 30.2 Subject to the Articles, the Trustees may delegate any of their powers or functions, or the implementation of their decisions, or day to day management of the affairs of the Union to any person or committee.
- 30.3 Any delegation by the Trustees may be:
- 30.3.1 by such means;
 - 30.3.2 to such an extent;
 - 30.3.3 in relation to such matters or territories; and
 - 30.3.4 on such terms and conditions
- as they think fit.
- 30.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 30.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 30.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

31. Delegation to Committees

- 31.1 In the case of delegation to committees:
- 31.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 31.1.2 subject to Article 31.3, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 31.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported forthwith to the Trustees and every committee shall appoint a secretary for that purpose;
 - 31.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees;
 - 31.1.5 any delegation made under this article 31.1 shall be revocable by the Trustees at any time; and

- 31.1.6 the Trustees may make such regulations, impose such terms and conditions, and give such mandates to any committee as they may from time to time think fit.
- 31.2 The Trustees shall have the power to establish committees in accordance with their powers under Articles 30.1 and 31.1, the composition, terms of reference and frequency of meeting for such shall be agreed at the last meeting of each academic year
- 31.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 30.1 and 31.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments (including cheques and electronic payments) above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
- 31.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

Delegation of day-to-day powers to the Senior Staff Member¹

32. In the case of delegation of the day-to-day management of the Union to the Senior Staff Member:
- 32.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 32.2 The Senior Staff Member will be provided with a description of their duties and the extent of their responsibilities by the Trustees
- 32.3 The Senior Staff Member shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts which are sufficient to explain the financial position of the Union; and
- 32.4 The trustees shall provide the Senior Staff Member with an appropriate appraisal and review framework to aid their work plan and development

33. The Student Executive Committee

- 33.1 Unless the Trustees determine otherwise, the Student Executive Committee shall comprise:

¹ Note that Senior Staff Member is used here to fully future-proof the Articles – however, it would be equally common to simply replace General Manager with Chief Executive in these instances

33.1.1 the Student Officers.

- 33.2 The Student Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 29 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.
- 33.3 The Senior Staff Member, the Union's senior management team and other such persons as the Student Executive Committee desires or invites, may attend meetings of the Student Executive Committee at the request of the Student Executive Committee.
- 33.4 The Student Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

34. Trustees to take decisions collectively

- 34.1 Subject to the provisions of these Articles and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
- 34.2 Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 44 (Trustee decisions without a meeting).

35. Trustees' meetings

- 35.1 The Trustees must hold a minimum of four meetings in each Academic Year.
- 35.2 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

Calling a Trustees' Meeting

36. Two Trustees may, and the Senior Staff Member at the request of two trustees must, call a Trustees Meeting.

37. Length of Notice

- A Trustees' meeting must be called by at least seven clear days' notice unless either:
- 37.1 all the Trustees agree to shorter notice; or
- 37.2 urgent circumstances require shorter notice.

38. Contents of Notice

Every notice calling a Trustees' meeting must specify:

- 38.1 the place, day and time of the meeting; and
- 38.2 the general particulars of all business to be considered at such meeting.

39. Service of Notice

Notice of Trustees' meetings must be given to each Trustee in writing. Notice of Trustees' meeting shall be sent by post or by electronic means to an address provided by the Trustee for the purpose.

40. Participation in Trustees' meetings

40.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

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

40.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

40.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

40.3 If all the Trustees 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.

41. Quorum for Trustees' meetings

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

41.2 The quorum for Trustees' meetings shall be six. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

41.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

42. Chair and Deputy Chair

42.1 The President shall be the Chair of the Trustees.

42.2 The Trustees shall appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.

42.3 The Chair, or in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

43. Casting vote

- 43.1 Any proposal to be decided on at a Trustees' meeting shall be decided by a simple majority vote of those present and eligible to vote at the Trustees' meeting voting for the proposal.
- 43.2 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.
- 43.3 Article 43.2 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

44. Trustee decisions without a meeting

- 44.1 The Trustees may, in the circumstances outlined in this Article, make a two thirds majority decision without holding a Trustees' meeting.
- 44.2 If:
 - 44.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 44.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - 44.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - 44.2.4 a two thirds majority of the Trustees vote in favour of a particular decision on that matter

a decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.
- 44.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:
 - 44.3.1 may be in different places, and may participate at different times; and
 - 44.3.2 may communicate with each other by any means.
- 44.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 41.

44.5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

44.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

44.5.2 the nomination of a person to whom all Trustees' votes must be communicated;

44.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval.

45. Conflicts of interest

Declaration of interests

45.1 Unless Article 45.2 applies, a Trustee must declare the nature and extent of:

45.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and

45.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to the Union.

45.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

45.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

45.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they may participate in the decision-making process and may be counted in the quorum and vote unless:

45.4.1 the decision could result in the Trustee or any person who is Connected with the Trustee receiving a benefit other than:

- (a) any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Union;

- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.36;
- (c) payment under the indemnity set out at Article 55; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

45.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case the Trustee must comply with Article 45.5.

45.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 45.5, they must:

45.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

45.5.2 not be counted in the quorum for that part of the process; and

45.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Union

45.6 Where a Trustee or a person who is Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

45.6.1 the Trustee shall not be in breach of their duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

45.6.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which they or any person who is Connected with them derives from any matter or from any office, employment or position.

46. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

**PART 4
STUDENT COUNCIL**

47. Student Council

47.1 The Student Council shall have the authority to:

47.1.1 represent the voice of the Students;

- 47.1.2 subject to Article 29.3, set the Policy of the Union and refer Policy to a Referendum of the Student Members (in accordance with the Bye-Laws);
 - 47.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 48;
 - 47.1.4 receive a quarterly report from the Trustees; and
 - 47.1.5 appoint Associate Members in accordance with Article 13 and the Bye-Laws.
- 47.2 The composition and proceedings of the Student Council shall be set out in the Bye-Laws. No Student Member may hold more than one seat on the Student Council at any one time.

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

48. Bye-Laws

The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles.

49. Communications by and to the Union

Methods of communication

- 49.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Union, including without limitation:
- 49.1.1 in Hard Copy Form;
 - 49.1.2 in Electronic Form; or
 - 49.1.3 by making it available on a website.
- 49.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

- 49.3 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied by making it available on a website, the Union must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.
- 49.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

- 49.5 A Company Law Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 49.6 Where any document or information is sent or supplied by the Union to the Company Law Members:
- 49.6.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - 49.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 49.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 49.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 49.8 Where any document or information has been sent or supplied by the Union by Electronic Means and the Union receives notice that the message is undeliverable:
- 49.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in the Union's register of Company Law Members or Trustees, but may in its discretion choose to do so;

49.8.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and

49.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

49.9 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.

49.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

Communications to the Union

49.11 The provisions of the Companies Acts shall apply to communications to the Union.

Communications with Student Members

49.12 Notwithstanding anything in this Article 49.12, the Union may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as the Union thinks fit. In particular (but without limitation) if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via website.

49.13 Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

50. Secretary

50.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

50.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and

50.1.2 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

51. Minutes

51.1 The Trustees shall cause minutes to be made in books kept for the purpose:

51.1.1 of all appointments of officers made by the Trustees;

51.1.2 of all resolutions of the Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

51.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.

51.2 The minutes of the meetings referred to in Article 51.1 above shall normally be considered open and shall be available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

52. Records and accounts

52.1 The Trustees shall comply with the requirements of the Companies Acts and of charity legislation as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of Northern Ireland of:

52.1.1 annual reports;

52.1.2 annual returns; and

52.1.3 annual statements of account.

52.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 52.1.

53. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

54. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

TRUSTEES' INDEMNITY

55. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Union shall be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Union may be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts; and the Union shall take out and maintain valid indemnity insurance to this effect.

DEFINITIONS AND INTERPRETATION

56. Defined terms

56.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
56.1.1 “Academic Year”	the period between September in one year to September in the next year determined by the Union as the period during which Students are required to be registered with the University. Each Academic Year is for the time being divided into two semesters;
56.1.2 “address”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
56.1.3 “Appointments Committee”	A committee set up in accordance with the Bye-Laws for the purpose of appointing Trustee’s prior to their submission to Student Council for approval;
56.1.4 “Articles”	these articles of association of the Union;
56.1.5 “Associate Members”	members of the Union as defined in Article 13;
56.1.6 “Board of Trustees”	the board of Trustees of the Union;

or “Board”

- 56.1.7 **“Bye-Laws”** the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 48;
- 56.1.8 **“Chair”** the chair of the Board of Trustees, who shall be the President in accordance with Article 42.1;
- 56.1.9 **“Chair of the Meeting”** in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 42;
- 56.1.10 **“Senior Staff Member”** the senior staff member of the Union who is appointed by the Trustees
- 56.1.11 **“Circulation Date”** in relation to a written resolution, has the meaning given to it in the Companies Acts;
- 56.1.12 **“clear days”** in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 56.1.13 **“Code of Practice”** the code of practice relating to the University’s obligations;
- 56.1.14 **“Companies Acts”** the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
- 56.1.15 **“Company Law Meeting”** a general meeting of the Company Law Members for the purposes of the Companies Acts;
- 56.1.16 **“Company Law Members”** members of the Union for the purposes of the Companies Acts, as defined in Article 11;
- 56.1.17 **“Connected”** in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

56.1.18 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 42.2;
56.1.19 “document”	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
56.1.20 “Effective Date”	the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union;
56.1.21 “Elected Officers”	the Student Officers;
56.1.22 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
56.1.23 “the Student Executive Committee”	the committee including the Student Officers as further described in Article 33;
56.1.24 “Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
56.1.25 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
56.1.26 “External Trustee”	a Trustee appointed in accordance with Article 22;
56.1.27 “Members”	the Student Members, the Associate Members, and the Company Law Members;
56.1.28 “Policy”	representative and campaigning policy set by a Referendum or by the Student Council in accordance with Article 15 and Article 47 respectively;
56.1.29 “President”	the president of the Union, as elected by the Student Members in accordance with the Bye-Laws;
56.1.30 “Public Holiday”	New Year’s Day, St Patrick’s Day, Good Friday, Easter Monday, Early May Bank Holiday, Spring Bank Holiday, Battle of the Boyne, Summer Bank Holiday, Christmas Day, Boxing Day and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;

56.1.31 "RAG"	the raise and give initiative which develops students by providing them with an opportunity to raise funds for charitable causes;
56.1.32 "Referendum"	a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
56.1.33 "Student Officers"	the individuals elected in accordance with Article 20, being the full time Student Officers;
56.1.34 "Student Officer Trustee"	a Trustee elected in accordance with Article 20 ;
56.1.35 "Secure Petition"	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
56.1.36 "Student"	any individual who is formally registered for an approved programme of study provided by the University. For the avoidance of doubt, the University shall determine whether or not an individual has Student status;
56.1.37 "Student Council"	the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union;
56.1.38 "Student Members"	student members of the Union being Students at the University as further defined in Article 9 and the Student Officers;
56.1.39 "Student Trustee"	A trustee appointed in accordance with Article 21 and who is a student;
56.1.40 "Trustees"	the directors of the Union as defined in Article 19;
56.1.41 "Unincorporated Charity"	the unincorporated charity known as Ulster University Students' Union;
56.1.42 "Union"	Ulster University Students' Union;
56.1.43 "University"	Ulster University, incorporated by Royal Charter on 1 st September 1970; and
56.1.44 "writing"	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.

- 56.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 56.3 Subject to Article 56.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 56.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.