# Articles of Association – Proposed Changes

## Introduction

This element of the document should be considered as a support document alongside the final draft presented document for the Articles of Association. This section outlines changes to sections within the articles of association, outlining the existing element on the left with the new proposed amendment on the right.

## Background

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| **Existing Element** | **Proposed Element** |
| 1. 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. | 1. 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, social 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. | B. In accordance with Statute III, the University recognises;   1. one Ulster University Students’ Union, an autonomous institution established to promote the interests of students.   The Students’ Union will operate as a separate charity and legal entity, in compliance with these Articles and its Bye Laws.   1. The Students’ Union will determine its own functions and shall have the power to manage its own affairs and funds. |
| C. In accordance with Ordinance XXXIX, the aims and objectives of the Union shall be to: | C. In accordance with Ordinance XXXIV, the aims and objectives of the Union shall be to: |

## Part 1 Key Constitutional Provisions

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| **Existing Element** | **Proposed Element** |
| 2.3 providing social, cultural, recreational, activities, and forums for discussions and debate for the personal development of its Students. | 2.3 providing social, cultural, and recreational activities and forums for discussions and debate for the personal development of its Students, and also representing students engaging in sporting activities. |
| 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; | 3.3 support any 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; |
| New Element, increases each numeric section by 1. | 3.4.1 provide student member opinion through collective representation and student voice |
| New Element | 3.4.3 provide opportunities to engage with, develop skills or offer volunteering support |
| 3.5 provide or procure the provision of advice, counselling and guidance; | 3.5 provide or source 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; | 3.6 write, design, develop, commission, print, publish or distribute materials or information in any medium or assist in these activities; |
| 3.28.4 the Trustees are entitled to cancel the delegation at any time; | 3.28.4 the Trustees are entitled to cancel the expert delegation at any time; |
| 3.28.5 the investment policy and the delegation arrangements are reviewed regularly; | 3.28.5 the investment policy and the financial delegation arrangements are reviewed regularly; |
| 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. | 7.1 The Trustees shall be required to review the provisions of these Articles at intervals of not more than five years. |
| 7.4.1 a resolution of the Student Members passed at a general meeting by at least 50% of those present and voting; or | 7.4.1 a resolution of the Student Members passed at a general meeting by at least 66% 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. | 7.4.2 by a resolution passed by a simple majority of eligible Student Members voting in a referendum, provided that at least 3% of eligible Student Members cast a vote in the referendum. |
| 7.5 Article 7.4 is subject to the University approving the proposed amendment(s). | 7.5 Article 7.4 is subject to University consultation on the proposed amendment(s). |

## Part 2 Members

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| **Existing Element** | **Proposed Element** |
| 8. Members of the Union Membership | 8. Union Membership |
| 8.1.1 the Student Members, | 8.1.1 the Student Members, shall be defined as:  (a) Those students registered to study in Northern Ireland;  (b) Within those noted in 8.1.1 (a) those Students undertaking a placement opportunity. |
| 8.1.2 the Associate Members; and | To be removed. |
| New Element | 8.1.4 Students studying at non-NI campuses in the UK are automatically members of the local Students Activities Association (SAA) and are not members of UUSU. |
| 9.1 The Student Members shall be as follows: | 9.1 The Student Members shall be registered to study in Northern Ireland, or on placement and as follows: |
| 9.3 Student Members shall be entitled to the benefits set out in the Code of Practice. | 9.3 Student Members can benefit from a range of services, provided by the Students’ Union which improve their experience whilst at university. |
| 10. 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. A Student Member shall cease to be a Student Member of the Union if: |
| 10.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; | 10.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws and in line with relevant legislation; |
| 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 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 day’s 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 | Removed 10.4 |
| 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. | 10.4 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. |
| 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. | Removed 13, 13.1, 13.2, 13.3  All subsequent numbering changes. |
| 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. | 13.1 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 held under the Union’s brand. |
| 15.1.1 a resolution of the Trustees; or | 14.1.1 a resolution of the Trustees; |
| New Element | 14.1.2 A majority vote of the Student Council; |
| New Element | 14.1.3 during the time period Student Council does not meet (June to October), a majority vote of the Student Executive Committee; 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. | 14.1.4 subject to Articles 7 and 28.3, a Secure Petition signed by at least 1% of Student Members who will be affected, as defined by the number within the UUSU held register of Student Members. |
| 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. | 14.2 Subject to Articles 7 and 28.3, a resolution may only be passed by Referendum if at least 3% of Student Members, as defined by the number within the UUSU held register of Student Members, cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution. |
| 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. | 15.3 Annual Student Members' meetings and general meetings may be carried out at one single venue or simultaneously at separate venues with a video, audio or other real-time link between all of the venues. |
| 16.4 A Student Member’s meeting or a general meeting shall be called by at least 14 clear days’ written notice. | 15.4 A Student Members’ meeting or a general meeting shall be called by at least 14 clear working days’ written notice. |
| 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. | 15.8 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such a 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. |
| 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. | 15.12 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 by a majority or by the provisions outlined in 7.4, and every Student Member shall have one vote. |

## Part 3 Trustees

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| **Existing Element** | **Proposed Element** |
| 19. 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: | 18.  18.1 Student Officer Trustees, elected in accordance with Article 19  18.2 Student Trustees, appointed in accordance with Article 20; and  18.3 External Trustees, appointed in accordance with Article 21 |
| 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. | 21.1 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 be valid until it has been ratified by the Student Council. |
| 23.3 in the case of a Student Officer Trustee, they cease to be a Student Officer within the Union; | 22.3 in the case of a Student Officer Trustee, they cease to be employed as a Student Officer within the Union; |
| 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; | 22.8 they fail to attend two consecutive meetings of the Trustees without prior satisfactory agreement, and in the opinion of the Trustees there are no mitigating circumstances for that failure, and upon investigation with the individual, the Trustees resolve that the Trustee be removed for this reason; |
| New Element | 23.2 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 as defined by the number held within the UUSU held register of Student Members. |
| 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. | 26.1 A resolution to remove a Student Trustee or an External Trustee in accordance with Article 22 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. | 26.2 A Student Trustee or External Trustee removed from office in accordance with Article 22 shall be entitled to appeal the decision to remove them to an Appeals Panel, made up of other members of the Trustee Board, within 14 days of the resolution. |
| 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 | 27.3 If a Student Trustee resigns, is disqualified, or is removed from office a new Student Trustee may be recruited to the vacancy in accordance with Article 20; 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. | 28.4 Removed  28.5 is retained as 27.4 |
| 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     * + 1. was not entitled to vote. | To be removed |
| 32.4 The trustees shall provide the Senior Staff Member with an appropriate appraisal and review framework to aid their work plan and development | 31.4 The trustees shall provide the Senior Staff Member with an appropriate feedback and review framework to aid their work plan and development. |
| New Element | 32.2 The Student Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 28 but shall provide leadership to ensure:  32.2.1 The collective representational voice of the membership in developing a direction around strategy;  32.2.2 Lobbying for change both internally and externally;  32.2.3 Leading and actioning policy, charters and strategies;  32.2.4 Campaign direction and delivery;  32.2.5 Driving the direction of organisational aims and objectives in line with the objects set out in Part 1, Clause 2. |
| 33.4 The Student Executive Committee shall meet in accordance with the Bye-Laws. | 32.5 The Student Executive Committee will report to Student Council and honour the aims and objectives of the organisation in accordance with, and as set out in the Bye-Laws. |
| 47.1.5 appoint Associate Members in accordance with Article 13 and the Bye-Laws. | Remove |
| 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. | 50.2 The minutes of the meetings referred to in Article 50.1 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 can be also viewed or obtained from the Union's offices. |
| 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. | 51.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents listed in Part 5 and any matters referred to in these Articles. |
| 56.1.27 the Student Members, the Associate Members, and the Company Law Members; | 55.1.26 the Student Members and the Company Law Members; |
| 56.1.5 "Associate Members" members of the Union as defined in Article 13 | To be removed |