

# **MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

**OF THE**

**UNION OF UEA STUDENTS LIMITED**



(REG CHARITY NO: 1162866)

COMPANY REGISTRATION NUMBER: 09664303

**APPROVED BY UNIVERSITY COUNCIL ON 21 May 2015**

Amended September 2016, June 2017 and December 2018

**The Companies Act 2006**

**Company Limited by Guarantee and not having a Share Capital**

**Memorandum of Association of the Union of UEA Students Limited**

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Company Law Member of the company.

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<i>Name of each subscriber</i>	<i>Signature of Subscriber</i>
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Christopher Jarvis

Liam McCafferty

Connor Rand

Jo Swo

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Dated: 1 July 2015

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of the Union of UEA Students Limited**

### **Background**

- A. The Union of UEA Students Limited (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Ordinary Members.
- B. The Union will seek at all times to:
- (i) ensure that the diversity of its Ordinary Membership is recognised and that equal access is available to all Ordinary 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.
- C. 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 Ordinary 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 Ordinary Members.
- D. Under the Education Act 1994, the University of East Anglia has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside the University of East Anglia in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Ordinary Members are met.
- E. In pursuance of its objects, the Union will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, sub cultures, creed or gender identity; but positive action within the law in favour of any disadvantaged section of society shall be allowed.
- F. In pursuance of these objects, the Union will embody the following values:
- Collectivism - The people collectively, for the benefit of the people as a whole.

Diversity - The condition or quality of being diverse, different, or varied.

Equality - The quality or condition of being equal.

Fun - Diversion, amusement, sport; Also, a source or cause of amusement or pleasure.

Empowerment - The action of empowering; the state of being empowered.

Sustainability - the degree to which a process or enterprise is able to be maintained or continued while avoiding the long-term depletion of natural resources.

Democracy - Government by the people; power resides in the people as a whole, and is exercised either directly by them or by officers elected by them.

## **Definitions and Interpretation**

- 1 The meanings of any defined terms used in these Articles are set out in Article 124. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, a ruling shall be sought from the Chair of Trustees. Their ruling may be overturned by the Board of Trustees.

## **Name**

- 2                    There shall be a students' union known as the Union of UEA Students Limited (and in these Articles it is called "the Union").

## **Registered Office**

- 3                    The registered office of the Union is situated in England and Wales.

## **Objects**

- 4                    The Union's objects are the advancement of education of Students at the University of East Anglia for the public benefit by:
- 4.1                  promoting the interests and welfare of Students at the University of East Anglia during their course of study and representing, supporting and advising Students;
- 4.2                  being the recognised representative channel between Students and the University of East Anglia and any other external bodies; and
- 4.3                  providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.
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## **Powers**

- 5                    To further its objects, but not to further any other purpose, the Union may:
- 5.1                  alone or with other organisations:
- 5.1.1                provide services and facilities for Members;
- 5.1.2                establish, support, promote and operate a network of student activities for Members;
- 5.1.3                support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 5.1.4                alone or with other organisations:
1. carry out campaigning activities;
2. seek to influence public opinion; and

3. make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 5.1.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 5.1.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.1.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 5.1.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.1.9 co-operate with other charities and bodies and exchange information and advice with them;
- 5.1.10 become a member, affiliate or associate of other charities and bodies;
- 5.1.11 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 (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.1.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.1.13 pay out of the funds of the Union the costs of forming and registering the Union;
- 5.1.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 5.1.15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.1.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;

- 5.1.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.1.18 make grants or loans of money and give guarantees;
- 5.1.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.1.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.1.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - 1. the investment policy is set down in writing for the financial expert by the Trustees;
  - 2. every transaction is reported promptly to the Trustees;
  - 3. the performance of the investment is reviewed regularly by the Trustees;
  - 4. the Trustees are entitled to cancel the delegation at any time;
  - 5. the investment policy and the delegation arrangements are reviewed at least once a year;
  - 6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - 7. the financial expert may not do anything outside the powers of the Trustees;
- 5.1.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.1.23 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;
- 5.1.24 open and operate banking 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;
- 5.1.25 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;



- 5.1.26 establish or acquire subsidiary companies to carry on any trade (including any taxable trade);
- 5.1.27 subject to Article 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 5.1.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 5.1.29 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading) provided that no such insurance shall extend to:
1. any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  2. any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or
  3. any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; and
  4. in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and
- 5.1.30 do all such other lawful things as shall further the Union's objects.

### **Limitations on private benefits**

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

- 6.2 Except as provided below 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 Member of the Union. This shall not prevent any payment in good faith by the Union of:
- 6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
  - 6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Article 6.3 shall apply;
  - 6.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and
  - 6.2.4 any reasonable and proper rent for premises let by any Member to the Union.
- 6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
  - 6.3.2 reasonable and proper out of pocket expenses of the Trustees;
  - 6.3.3 reasonable and proper remuneration to any Officer Trustee who is a Full-time Student Officer or Connected Person 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 Full-time Student Officers and Connected Persons under contracts of employment with the Union;
    - (b) subject to Article 6.3.3(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 Articles 84 to 89 (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 Connected Person the procedure described in Articles 84 to 89 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

(e) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and

(f) at all times the provisions of the Education Act are complied with;

- 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
- 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.4.29;
- 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 123; and
- 6.3.8 any payments authorised in writing by the Charity Commission.

#### 6.4 **Subsidiary Companies**

A Trustee may receive the following benefits from any Subsidiary Company:

- 6.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Union or of any Subsidiary Company;
- 6.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;
- 6.4.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 6.3.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);
- 6.4.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;

- 6.4.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 6.4.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 6.4.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;
- 6.4.8 provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 6.4.3, 6.4.4 or 6.4.5.
- 6.5 For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.
- 6.6 Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Article 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible

### **Liability of Company Law Members**

- 7 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:
- (a) payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **Dissolution**

- 8 If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the Union. The institution or

institutions which are to benefit shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution.

### **Amendments to the Articles**

- 9 The Trustees and the University of East Anglia shall review these Articles every five years, with effect from the date that these Articles come into effect.
- 10 No amendment of these Articles shall be made which would have the effect of the Union ceasing to be a charity.
- 11 Article 4 (Objects) and Article 6 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission.
- 12 These Articles may be amended, subject to the approval of the Trustees, by:
- 12.1 a resolution of the Ordinary Members passed at a quorate meeting of Union Council by at least two-thirds of those present and voting; or
  - 12.2 a resolution passed by a two-thirds majority of the Ordinary Members voting in a Referendum provided that at least one thirtieth of the Ordinary Members cast a vote in the Referendum;
  - 12.3 provided the University of East Anglia approves the amendments (as required for the purposes of compliance with Section 22 of the Education Act); and
  - 12.4 provided a special resolution of the Company Law Members is passed making the amendments to the Articles that have been approved by resolution of the Ordinary Members.

## **MEMBERS OF THE UNION**

13 The Members of the Union shall be as follows:

13.1 Ordinary Members; and

13.2 Company Law Members.

### **ORDINARY MEMBERS**

14 All registered Students of the University of East Anglia shall be Ordinary Members unless they inform the Chief Executive of the Union, in writing, that they wish to opt out of Ordinary Membership of the Union. A Student may reverse their decision to opt out not more than once in any Academic Year. The elected Full-time Student Officers, for the time being, shall be Ordinary Members.

15 The Union shall admit all registered students who have opted out of Ordinary Membership of the Union to Associate Membership without the payment of a fee. The Trustees may admit to Associate Membership persons who are not students of the University of East Anglia, until the end of the current Academic Year on the grounds of providing a benefit to the Union. For the avoidance of doubt, the Trustees may consider the membership fee alone to be of requisite benefit to grant Associate Membership.

16 All former Ordinary Members are eligible to become Life Members subject to approval by the Trustees.

17 Union Council may grant Honorary Life Membership or Honorary Associate Membership as it deems fit, excepting the provisions in Article 18.

18 All Officers and Trustees, upon completion of their term of office, shall be given Honorary Life Membership of the Union, provided they have not been removed from their position, or that they are still entitled to Ordinary Membership (in the case of Student Trustees, Officer Trustees and Part-time Officers). In the case of resignation, Honorary Life Membership shall be granted automatically to those who have held that office for a period of one year or more. For periods less than one year, Honorary Life Membership of the outgoing Officer/Trustee shall be automatically placed on Union Council's agenda for discussion.

- 19 That Union Council reserves the right to withdraw Honorary Life Membership following a majority vote in Union Council.
- 20 Union Council shall have the right to make reciprocal agreements with other student bodies, whose members shall become Reciprocal Members. Reciprocal Members shall have the same privileges as Honorary Associate Members.
- 21 Union Council shall determine the Life Membership Fee. The annual subscription to be charged to Associate Members shall be determined in accordance with the Bye-Laws.

### **Privileges of Membership**

- 22 The following are rights which membership of the Union confers subject as hereinafter provided:
- 22.1 To have access to, and use of, all facilities obtained by the Union for its members.
  - 22.2 To attend Ordinary Members' Meetings and other meetings of the Union, subject to Standing Orders regulating behaviour and procedure at such meetings.
  - 22.3 To become members of any or all clubs, societies and peer support groups of the Union.
  - 22.4 To represent a club, society or peer support group in a competition, if selected.
  - 22.5 To hold office of a club, society or peer support group.
  - 22.6 To vote at Students' meetings of the Union, in Referenda and in all elections subject to the definition of the relevant constituency.
  - 22.7 To nominate for, stand for and hold office as a Student Officer, on Union Council and all other bodies as designated by Union Council.
  - 22.8 To hold an NUS card, stand in an NUS election and/or participate in the NUS on behalf of the Union.
- 23 Members' eligibility to privileges are as follows:
- 23.1 Ordinary Members have all the privileges of the Union.
  - 23.2 Associate members shall have privileges 22.1 and 22.3.
  - 23.3 Life members, Honorary Associate members, Honorary Life members and Reciprocal members will not have automatic rights to any privileges of the Union but may from time to time be granted privileges of the Union for whatever charge or condition it sees fit at the exclusive discretion of the Trustee Board.

- 24 The Trustee Board may suspend all, any or any part of the rights of an Ordinary Member for what appears, in its discretion, to be good and sufficient cause subject to an appeal in accordance with the Bye-Laws.
- 25 The rights of Ordinary Members are subject to the General Regulations of the University and may not be interpreted so as to conflict with the General Regulations. The statutory duties of officers and committees of the Union and any requirements of the University's Code of Practice relating to Students' Unions shall take precedence over the rights of Ordinary Members.

### **Becoming and Ceasing to be a Company Law Member**

- 26 Trustees as Company Law Members:
- 26.1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Company Law Members of the Union. Thereafter, the Trustees from time to time shall be the only Company Law Members of the Union;
- 26.2 A Trustee shall become a Company Law Member on becoming a Trustee;
- 26.3 The names of the Company Law Members of the Union shall be entered in the register of Company Law Members.
- 27 Termination of Company Law Membership:
- 27.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee;
- 27.2 Company Law Membership is not transferable and shall cease on death.

### **Code of Conduct**

- 28 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.
- 29 The code of conduct may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of any or all of the rights and privileges of Membership, including the holding of office.



## Trustees

### Appointment of Trustees

- 30 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. Thereafter, the Trustees shall be made up of the following persons such that quorum may be met as outlined in Article 79:
- 30.1 not more than 5 Full-time Student Officers (known as the "Officer Trustees"), elected in accordance with Article 31;
  - 30.2 not more than 2 Part-time Student Officers (also known as the "Officer Trustees"), elected in accordance with Article 32;
  - 30.3 not more than 5 Student Trustees, appointed in accordance with Article 36; and
  - 30.4 not more than six External Trustees, appointed in accordance with Article 43.

### Officer Trustees

- 31 Up to five Full-time Student Officers shall be elected by secret ballot by the Ordinary Members of the Union at an election to be held in accordance with the Bye-Laws. All elected Full-time Student Officers shall be Officer Trustees.
- 32 Part-time Student Officers are elected by the Ordinary Members of the Union in accordance with election rules outlined in the Bye-Laws. Up to two Part-time Student Officers are elected as Officer Trustees by and from the Part-time Student Officers. These appointments of Officer Trustees are effective immediately, but a Part-time Student Officer shall cease to hold the office as an Officer Trustee if their appointment as an Officer Trustee is not ratified by a simple majority of the subsequent meeting of Union Council. In that case, the Part-time Student Officers shall elect a different Student Officer from their number as an Officer Trustee. This and all subsequent appointments of such Officer Trustees shall also require ratification by a Union Council.
- 33 The Officer Trustees 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 Full-time Student Officer may be re-elected for a maximum further term of one year by the Ordinary Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Full-time Student Officer's terms of office may be either consecutive or non-consecutive.

34 Subject to a transitional change in the year of office, a Part-time Student Officer may be re-elected for a maximum further term of one year by the Ordinary Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Part-time Student Officer's terms of office may be either consecutive or non-consecutive.

35 At the same time as commencing the term of office as a Full-time Student Officer, the Full-time Student Officer will enter into a contract of employment with the Union. The duties and method of remuneration of each Full-time Student Officer shall be as set out in Bye-Laws.

### **Student Trustees**

36 Subject to Article 37 below, up to four Student Trustees shall be elected by the Union Council and one Student Trustee by the Graduate Assembly.

37 Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).

38 Student Trustees shall remain in office for a term of one year.

39 The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

40 A Student Trustee may serve a maximum of two consecutive terms as a Student Trustee. This does not rule them out for serving as an Officer Trustee or an External Trustee at a different time.

41 A Student Trustee may not, while they are a Student Trustee, be a member of Union Council, lead a side of a Referendum campaign or be a member of the Student Officer Committee.

### **External Trustees**

42 Up to six External Trustees shall be appointed by a simple majority vote of the Nominations Committee provided that the appointment of each External Trustee is ratified by a simple majority vote of the Trustee Board. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Trustee Board.

43 Unless their appointment is terminated in accordance with Articles 45 to 48, External Trustees shall remain in office for a term of up to two years.

- 44 External Trustees may serve a maximum of four terms which may either be consecutive or non-consecutive.

### **Disqualification, Resignation and Removal of Trustees**

- 45 The office of a Trustee shall be vacated if:
- 45.1 they cease to be a Trustee by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
  - 45.2 they become prohibited by law from being a charity trustee;
  - 45.3 in the case of an Officer Trustee, they cease to be a Student Officer of the Union;
  - 45.4 in the case of a Student Trustee, they cease to be a Student;
  - 45.5 they resign by notice to the Union (but only if at least five Trustees will remain in office when the notice of resignation is to take effect);
  - 45.6 the Trustees reasonably believe they are suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that they be removed from office;
  - 45.7 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason;
  - 45.8 they are removed from office under Articles 46 or 47; or
  - 45.9 in the case of a Full-time Officer Trustee, Part-time Officer Trustee or a Student Trustee, they are removed from Ordinary Membership of the Union in accordance with the Union's Code of Conduct.

### **Removal of Trustees by Union Council**

- 46 The office of a Trustee shall be vacated if:
- 46.1 (in the case of Trustees that are not Full-time Officer Trustees) a motion of no confidence in the Trustee is passed by a 75% majority in a vote of the Union Council; or
  - 46.2 (in the case of Full-time Officer Trustees) the Trustee is removed from their office as a Student Officer under the relevant Bye-Laws.

### **Removal of Trustees by the Board**

- 47 The office of External Trustee shall be vacated if a majority resolution of no confidence 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 79.

### **Rights of Removed Trustee**

- 48 A resolution to remove a Trustee in accordance with Article 47 shall not be passed unless the Trustee concerned has been given at least 7 clear days' 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 written representations to the Trustees.

### **Replacement of Trustees**

- 49 If a Full-time Student Officer ceases to hold office their successor shall have Full-time status provided that they take up office within a period of one month from the beginning of the first semester of the Academic Year, otherwise they shall have Part-time status. Whether or not their status is Full-time or Part-time such successor shall be a member of the Trustee Board. If a Part-time Student Officer who is an Officer Trustee ceases to hold office a successor Officer Trustee shall be elected by and from the Part-time Student Officers
- 50 If a Student Trustee resigns, is disqualified or removed from office, a Student Trustee may be elected to the vacancy, in accordance with Article 36, and will hold office immediately upon election.
- 51 If an External Trustee resigns, is disqualified or removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article 42.

### **Powers of the Trustees**

- 52 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 53 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.

- 54 The Board's powers under Article 52 shall include but not be limited to responsibility for:
- 54.1 the governance of the Union;
  - 54.2 the budget of the Union;
  - 54.3 the strategy of the Union; and
  - 54.4 monitoring the performance of the Chief Executive.
- 55 The Board of Trustees shall only have the power to prevent the implementation of Policy or amend or prevent the publication or dissemination of motions, Referenda, or decisions of the Union Council, Student Officer Committee, Returning Officer, Democratic Procedures Committee or any subsidiary committees or bodies on the following grounds:
- 55.1 serious financial risk; or
  - 55.2 legal requirements;
  - 55.3 and the Trustee Board shall seek appropriate advice before exercising its power to overrule and shall report every exercise of its power to overrule to the Union Council.
- 56 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 79 the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 57 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:
- 57.1 was not properly appointed;
  - 57.2 was disqualified from holding office;
  - 57.3 had vacated office; or
  - 57.4 was not entitled to vote.

### **Trustees may delegate**

- 58 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
- 58.1 to such person or committee;
  - 58.2 by such means (including by power of attorney);

- 58.3 to such an extent;
  - 58.4 in relation to such matters or territories; and
  - 58.5 on such terms and conditions as they think fit.
- 59 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 60 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

## **Committees**

- 61 In the case of delegation to committees:
- 61.1 the resolution making the delegation shall 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);
  - 61.2 subject to Article 60, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
  - 61.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
  - 61.4 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.
- 62 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers:
- 62.1 Management Committee (as further described in Article 66);
  - 62.2 Appointments & HR Committee; and
  - 62.3 Finance Committee.
- 63 For the avoidance of doubt, the Trustees may delegate all financial matters to any committee provided that such committee shall include at least one Trustee.
- 63.1 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 of at least one Trustee

shall be required for cheques 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.

### **Delegation of day-to-day management powers to Chief Executive**

- 64 In the case of delegation of the day-to-day management of the Union to the Chief Executive:
- 64.1 the delegated power shall be to manage the Union by directing staff to support the implementation of 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;
  - 64.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
  - 64.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with reports sufficient to explain the financial position of the Union; and
  - 64.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

### **The Student Officer Committee**

- 65 Unless the Bye-Laws outline otherwise, the Student Officer Committee shall include:  
the Full-time Student Officers;  
the Part-time Student Officers; and  
the Chief Executive (non-voting).
- 65.1 The Student Officer Committee's responsibility shall be to set out and promote the interests of the student members as from time to time determined by policy resolution and suggested by election and consultation. They shall advise the Board of Trustees of any implications for the use of resources arising out of this. They shall also act as the political leadership of the union, carrying out representation and campaigning work and the implementation of policy.
  - 65.2 The Union's senior management team may attend meetings of the Committee at the request of the Committee.
  - 65.3 The Committee shall meet in accordance with the Bye-Laws.

### **Management Committee**

- 66 Unless the Bye-Laws outline otherwise, the Management Committee shall include:  
the Full-time Student Officers; and  
the Chief Executive (non-voting).
- 66.1 The Management Committee's responsibility shall extend to those day to day duties of the Trustees formally delegated to it.
- 66.2 The Chief Executive and the Union's senior management team will normally attend meetings of the Committee.

## **Liberation Societies and Assemblies**

- 67.1 Liberation Societies
- 67.1.1 Liberation Societies shall be statutory autonomous societies that are responsible for securing the interests of the students that self-define into the relevant group.
- 67.1.2 They will coordinate activities and events relevant to that agenda.  
They will be responsible for the formation, deliberation and determination of policy, except that they shall be subject to the powers of the Trustee Board under Article 55.  
They may hold policies distinct from and contradictory to existing Union policies, any policy will be presented to the Union Council for adoption.  
They may develop a leadership structure and office holders appropriate to that society.
- 67.1.3 Only those Individual Members that self-define as being a part of a liberation group shall be entitled to participate in the governance, discussion or activities of the group.  
Liberation societies may include constituent societies representing a particular group of students and may also recognise associate societies whose agenda links closely to that group.
- 67.1.4 The Liberation societies will be:
- Women
  - LGBT+
  - Disabled Students
  - Black Students (BAME)
- 67.2 Assemblies
- 67.2.1 Assemblies shall be autonomous bodies that are responsible for securing the interests of the students of that group.  
They will coordinate activities and events relevant to that agenda.



They will be responsible for the formation, deliberation and determination of policy, except that assemblies shall be subject to the powers of the Trustee Board under Article 56.

Assemblies may hold policies distinct from and contradictory to existing Union policies.

Only those Individual Members that are deemed to be part of a the group by their student status shall be entitled to participate in the governance, discussion or activities of the Assembly.

Assemblies may include constituent societies representing a particular group of students and may also recognise associate societies whose agenda links closely to that group.

They may develop a leadership structure and office holders appropriate to that assembly. The Assemblies will be:

Mature Students

Postgraduate Students

### **Proceedings of Committees**

68

The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.

## **Bye-Laws**

69

The Trustees and the Union 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. Any change to Bye-Laws must be reported to the Registrar & Secretary, who may veto any change within 5 working days of notification should they consider the change to entail significant risk in relation to the University's obligations under the Education Act 1994. Bye-Laws do not lapse in the manner of Policy, and shall exist until jointly repealed or amended by the Trustees and the Union Council.

## **Proceedings of the Trustees**

- 70 Subject to the provisions of these Articles and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

### **Directors to take decisions collectively**

- 71 Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 84.

### **Trustees' Meetings**

- 72 The Trustees shall hold a minimum of four meetings in any Academic Year.
- 73 Guests or observers can attend meetings of the Trustees at the discretion of the Chair.
- 74 Calling a Trustees' meeting:  
Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a Trustees' meeting.

### **Length of Notice**

- 75 A Trustees' meeting shall be called by at least seven clear days' notice unless either:
- 75.1 all the Trustees agree; or
  - 75.2 urgent circumstances require shorter notice.

### **Contents of notice**

- 76 Every notice calling a Trustees' meeting shall specify:
- 76.1 the place, day and time of the meeting;
  - 76.2 the general particulars of all business to be considered at such meeting; and
  - 76.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

### **Service of notice**

- 77 Notice of Trustees' meetings shall be given to each Trustee, but need not be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

### **Participation in Trustees' meeting**

- 78 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 78.1 the meeting has been called and takes place in accordance with the Articles; and
  - 78.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
  - 78.3 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
  - 78.4 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.

### **Quorum for Trustees' meetings**

- 79 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 79.1 The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings shall be half of the post-holders on the Board of Trustees and such quorum must include a minimum of two External Trustees and four Trustees who are Ordinary Members of the Union.
  - 79.2 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 five.
  - 79.3 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 Ordinary Members to elect further Trustees.

### **Chair and Deputy Chair**

- 80 The Trustees shall appoint a Full-time Student Officer to be the Chair of the Trustees.

80.1 The Trustees shall appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

80.2 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

### **Casting vote**

81 Questions arising at a Trustees' meeting shall be decided by a majority of votes.

81.1 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

### **Decisions without a meeting**

82 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

83 A decision which is made in accordance with Article 83 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

83.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

83.2 the date of the decision shall be the date of the communication from the Recipient to all of the Trustees by any means confirming formal approval from all of the Trustees; and

83.3 the Recipient must prepare a minute of the decision in accordance with Article 115.

### **Trustee Interests and Management of Conflicts of Interest**

#### **Conflicts of Interest**

- 84 Unless Article 86 applies, a Trustee must declare the nature and extent of:
- 84.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and
- 84.2 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.
- 85 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.
- 86 Participation in decision-making:
- 86.1 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.
- 86.2 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:
- 86.3 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 6.3.1 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 5.4.29;
  - (c) payment under the indemnity set out at Article 6.3.7;
- and
- (d) reimbursement of expenses in accordance with Article 6.3.2; or
- 86.4 a majority of the other Trustees participating in the decision-making process decide to the contrary; in which case they must comply with Article 87.
- 87 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article, they must:
- 87.1 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;
- 87.2 not be counted in the quorum for that part of the process ; and

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

### **Continuing duties to the Union**

- 88 Where a Trustee 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:
- 88.1 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
- 88.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

### **Register of Interests**

- 89 The Trustees shall cause a register of Trustees' interests to be kept.

## **Democratic Processes**

- 90 The composition and proceedings of the Union's Democratic Processes shall be set out in the Bye-Laws. These Bye-Laws shall include details of the composition and processes for the following:
- 90.1 Referenda;
  - 90.2 Union Council;
  - 90.3 Student Officer Committee;
  - 90.4 Management Committee and
  - 90.5 Liberations Societies and Assemblies.
- 91 The Union's Democratic Processes shall have powers as indicated within these Articles and the Bye-Laws.
- 92 The Union must hold an annual Students' meeting once in each calendar year. Not more than 18 months shall pass between the date of one annual Students' meeting and the next. The annual Students' meeting shall be held at such time and place as the Trustees think suitable to allow the maximum number of Ordinary Members to attend. The annual Students' meeting may be a quorate meeting of either Union Council or a Students' meeting, at which the Trustees present:
- 92.1 The audited accounts for the previous financial year; and
  - 92.2 A list of affiliations to external organisations on behalf of the generality of Students for approval.
  - 92.3 For the avoidance of doubt, any annual Students' meeting held under this Article 92 shall not be a Company Law Meeting of the Union for the purposes of the Companies Act.
  - 92.4 The Union may hold other Students' meetings in addition to the annual Students' meetings. Such meetings shall be called and held in accordance with the Bye-Laws.

## **Elections**

- 93 Student Officers will be elected to posts set out in the Bye-Laws by secret ballot in accordance with the Bye-Laws.



## **Company law Meetings**

### **Company Law Meetings**

- 94 The Trustees may call a Company Law Meeting at any time.
- 94.1 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 94.2 A Company Law Meeting will 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**

### **Written Resolutions**

- 95 A written resolution agreed by:
- 95.1 Company Law Members representing a simple majority; or
- 95.2 (in the case of a special resolution) Company Law Members representing not less than 75% of the total voting rights of eligible Company Law Members
- shall be effective.
- 96 On a written resolution each Company Law Member shall have one vote.
- 97 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 98 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. Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.
- 99 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.
- 100 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.

### **Signifying agreement**

- 101 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:
- 101.1 identifying the resolution to which it relates; and
  - 101.2 indicating the Company Law Member's agreement to the resolution.
- 102 For the purposes of Article 101:
- 102.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
  - 102.2 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.
- 103 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).

## **Communications by and to the Union**

### **Methods of communication**

- 104 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:
- 104.1 in Hard Copy Form;
  - 104.2 in Electronic Form; or
  - 104.3 by making it available on a website.
- 105 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.

- 106 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 which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

### **Deemed delivery**

- 107 A 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.
- 108 Where any document or information is sent or supplied by the Union to the Members:
- 108.1 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;
- 108.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 108.3 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.
- 109 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**

- 110 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:
- 110.1 if the document or information has been sent to a Company Law Member 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

postal address as shown in the Union's register of Company Law Members, but may in its discretion choose to do so;

- 110.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Member's postal address as shown in the Union's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and
- 110.3 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**

- 111 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.
- 112 Notices of Company Law Meetings need not be sent to a 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**

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

## **Secretary**

- 114 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:
  - 114.1 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
  - 114.2 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.

## **Minutes**

- 115 The Trustees shall cause minutes to be made in books kept for the purpose:
- 115.1 of all appointments of officers made by the Trustees;
  - 115.2 of all resolutions of the Union and of the Trustees; and
  - 115.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting
  - 115.4 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 Student Member or Trustee of the Union, be sufficient evidence of the proceedings.
- 116 The minutes referred to in Article 115 above must be kept for at least ten years from the date of the meeting, resolution or decision.
- 117 The minutes of the meetings referred to in Article 115 above shall normally be considered open and shall be available to the Ordinary 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.

## **Records and Accounts**

- 118 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 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:
- 118.1 annual reports;
  - 118.2 annual returns; and
  - 118.3 annual statements of account.
- 119 The Ordinary Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 115.

## **Irregularities**

120 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 unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

## **Patrons**

121 The Trustees may appoint and remove any individual(s) as patron(s) of the Union and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any Ordinary Members' meeting as if an Ordinary Member and shall also have the right to receive accounts of the Union when available to Ordinary Members.

## **Exclusion of model articles**

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

## **Trustees' Indemnity**

### **Indemnity**

123 Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of their duties or in relation thereto.

## Definitions and Interpretations

- 124 In these Articles, the following terms shall have the following meanings:
- 124.1 "Academic Year" the period between 1 August in one year to 31 July in the next year determined by the Union as the period during which Students are required to be registered with the University of East Anglia. Each Academic Year is for the time being divided into two semesters;
- 124.2 "address" includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
- 124.3 "Articles" these articles of association of the Union;
- 124.4 "Board of Trustees" or "Board" the board of Trustees of the Union;
- 124.5 "Bye-Laws" the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 69;
- 124.6 "Chair" the chair of the Board of Trustees who shall be appointed in accordance with Article 80;
- 124.7 "Chief Executive" the chief executive of the Union who is appointed by the Board of Trustees;
- 124.8 "Circulation Date" in relation to a written resolution has the meaning given to it in the Companies Acts;
- 124.9 "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;
- 124.10 "Code of Practice" the code of practice relating to the University of East Anglia's obligations under Section 22 of the Education Act;
- 124.11 "Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
- 124.12 "Company Law Meeting" a general meeting of the Company Law Members of the Union for the purposes of the Companies Acts;

124.13	"Company Law Members"	members of the Union for the purposes of the Companies Acts, as defined in Article 26;
124.14	"Connected Person"	any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (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 a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
124.15	"Deputy Chair"	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 80;
124.16	"document"	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
124.17	"Education Act"	the Education Act 1994;
124.18	"Effective Date"	the date on which the undertaking previously carried on by the unincorporated charity known as the Union of UEA Students is transferred to the Union;
124.19	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
124.20	"External Trustee"	a Trustee appointed in accordance with Article 43 who is not an Ordinary Member of the Union and who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union officer holder for the purposes of Section 22 of the Education Act;
124.21	"financial expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
124.22	"Full-time Student Officers"	the individuals elected in accordance with Article 33 (each of whom is a "major union office holder" for the purposes of section 22 of the Education Act);



124.23	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006;
124.24	"Members"	the Ordinary Members and the Company Law Members;
124.25	"Nomination Committee"	the committee set up in accordance with the Bye-Laws to nominate for appointment, amongst others, the External Trustees;
124.26	"NUS"	National Union of Students;
124.27	"Officers"	the Full-time Student Officers and the Part-time Student Officers;
124.28	"Officer Trustee"	a Trustee elected in accordance with Articles 31 or 33;
124.29	"Ordinary Members"	student members of the Union being Students at the University of East Anglia as further defined in Article 14 and the Full-time Student Officers;
124.30	"Part-time Student Officers"	the Members elected to be officers of the Union while continuing their studies at the University of East Anglia;
124.31	"Policy"	statements which describe that which is in the best interests of Students as determined by Referenda or the Union Council or Students' meeting in accordance with the Bye-Laws respectively;
124.32	"RAG"	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
124.33	"Referendum"	a ballot in which all Ordinary Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
124.34	"Student"	any individual who is formally registered as a student at the University of East Anglia. For the avoidance of doubt, the University of East Anglia shall determine whether or not an individual has student status; save that any student that the University marks as 'intercalating' will be regarded by the Union as a registered student;
124.35	"the Student Officer Committee"	the committee encompassing all elected Student Officers as voting members and the Chief Executive as a non-voting member;
124.36	"Student Officers"	the Full-time Student Officers and the Part-time Student Officers;

124.37	"Student Trustee"	a Trustee elected in accordance with Article 38 who is a Student and for the avoidance of doubt shall not, for the purposes of Section 22 of the Education Act, be a major union office holder;
124.38	"Subsidiary Company"	any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
124.39	"Trustee" and "Trustees"	the Officer Trustees, the Student Trustees and the External Trustees;
124.40	"Union"	The Union of UEA Students;
145.41	"Union Council"	the Student body elected by and from Students constituted in accordance with the Bye-Laws;
124.42	"University of East Anglia"	The University of East Anglia, established on 29 September 1963 and incorporated by Royal Charter on 7 January 1965; and
124.43	"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.
125	Words importing the singular shall include the plural and vice versa.	
126	Any reference to a statute, statutory provision or subordinate legislation ("legislation") shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.	
127	Subject to Article 126, 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.	
128	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.	