

ARTICLES OF ASSOCIATION

OF

GREENWICH STUDENTS' UNION LTD

(A COMPANY LIMITED BY GUARANTEE)

FINAL

As approved by University Governing Body: 10/05/2020

Company Number: 07990838

Charity Number: 1149394

THE COMPANIES ACT 2006

Company limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

GREENWICH STUDENTS' UNION LTD

BACKGROUND

- A. Greenwich Students' Union Ltd carries out activities to promote the educational interests and welfare of students of the University of Greenwich.
- B. The Union will seek at all times to:-
- (i) ensure that the diversity of its Membership is recognised and that equal access to the Union is available to all Members;
 - (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.

INTERPRETATION

1. Meaning of terms

1.1 In these Articles the following terms shall have the following meanings:-

"Academic Year"	the period between 1 August in one year and 31 July in the next year;
"Associate Members"	the associate members of the Union as described in Article 13;
"Articles"	these Articles of Association;

“Board of Trustees”	the board of Trustees of the Union, the members of which are the company directors and charity trustees;
“Bye Laws”	the bye laws made from time to time in accordance with Article 6;
“Chair”	the appointed External Trustee elected to the position of Chair in accordance with Article 29;
“Charities Act”	the Charities Act 2011;
“Chief Executive”	the Chief Executive Officer of the Union;
“clear days”	in relation to a period of a notice, the 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;
“Code of Practice”	the code of practice relating to the University’s obligations under section 22 of the Education Act;
“Companies Act”	the Companies Acts (as defined in s.2 Companies Act 2006) in so far as they apply to the Union;
“Connected Person”	has the meaning given to it by section 188 of the Charities Act 2011;
“Education Act”	the Education Act 1994;
“Eligible Members”	Eligible Members are Members who would, on the circulation date of a written resolution, have been entitled to vote on the resolution had it been proposed at a general meeting as described in Article 16
“Executive Committee”	Student leadership group set out in the Bylaws as described in Article 46
“External Trustee”	a Trustee appointed in accordance with Article 27.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act;
“General Meetings”	General Meetings are used by Members to make decisions as described in Article 15
“in writing”	means written, printed or transmitted writing including by electronic communication;
“Members”	members of the Union who have not opted out of membership, as described in Article 11.1

	including Sabbatical Officer Trustees and Student Trustees;
“Ordinary Resolution”	a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
“Personal Interest”	a financial interest or an interest that does not arise in the ordinary course of being a Member, save that membership of activity groups of the Union and any related benefit to such Members shall not constitute a Personal Interest;
“Policy”	political policy set by the Student Assembly or Referenda in accordance with Article 18.2 and the Bye Laws. Policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union or its Members;
“Poll”	a ballot;
“RAG”	the raise and give society which develops students by providing them with the opportunity to raise funds for charitable causes;
“Referendum”	a ballot run in accordance with Article 17;
“Sabbatical Officer Trustee”	a Trustee appointed in accordance with Article 25.1;
“Special Resolution”	a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold at least 75% of the voting rights;
“Student”	any individual who is formally registered for an approved programme of study of the University;
“Student Assembly”	the body described in Article 18;
“Student Trustee”	a Trustee appointed in accordance with Article 26.1 who is a Student and for the avoidance of doubt shall not be deemed to be a major union office holder for the purposes of section 22 of the Education Act;
“Taxable Trading”	carrying on a trade or business for the principal purpose of raising funds and not for the purpose

of actually carrying out the objects, the profits of which are subject to corporation tax;

“Term Time”

any period during an Academic Year when programmes of study at the University are active and excluding University holidays.

“Trustee” and “Trustees”

the Sabbatical Officer Trustees, the Student Trustees, the University Trustee and the External Trustees, who are company directors and charity trustees of the Union;

“Union”

Greenwich Students’ Union Ltd, the company regulated by these Articles;

“University”

the University of Greenwich, a charity and company limited by guarantee (company number 986729);

“University Governing Body”

the executive governing body within the University which has responsibility for the conduct of its affairs and the management and administration of its revenue and property; and

“University Trustee”

a Trustee appointed by the Vice Chancellor of the University in accordance with Article 28.

“Written Resolution”

a Written resolution is an alternative mechanism to a general meeting for members’ voting on a particular decision, it is circulated to all members eligible to vote as described in Article 16

- 1.2 Words importing the singular shall include the plural and vice versa and words importing one gender shall include all genders.
- 1.3 A reference to **“writing”** or **“written”** includes email or facsimile.
- 1.4 Any reference to a statute, statutory provision or subordinate 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.
- 1.5 Any words following the terms **“including”**, **“include”**, **“in particular”**, **“for example”** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.6 A reference to **“person”** or **“people”** includes other charities, including charitable incorporated organisations, royal charter corporations, companies, trusts, societies or associations, government departments or statutory authorities and other individuals, corporations, partnerships or other incorporated or unincorporated bodies.

THE UNION

2. The Union

- 2.1 There shall be a students' union in the name of Greenwich Students' Union Ltd. The registered office of the Union is situated in England and Wales.

3. Objects

- 3.1 The Union's objects are the advancement of education of Students at the University for the public benefit by:-

3.1.1 Promoting the interests and welfare of students at the University during their course of study and representing, supporting and advising Students.

3.1.2 Providing social, cultural, sporting and recreational activities, and forums for discussions and debate, for the personal development of its Students.

3.1.3 Being the recognised representative channel between Students and the University and any other external bodies.

- 3.2 Article 3.1 may only be amended by Special Resolution and with the prior written consent of the Charity Commission.

4. Powers

- 4.1 The Union has the following powers which may be used only to promote its objects:-

4.1.1 to provide services and facilities for Students;

4.1.2 to establish, support, promote and operate a network of Student activities;

4.1.3 alone or with other organisations, to:

(a) carry out campaigning activities;

(b) seek to influence public opinion; and

(c) make representations to and seek to influence governmental and other bodies and institutions,

provided that all such activities are conducted on the basis of well-founded reasoned argument and shall be confined to the activities which an English charity may properly undertake and provided that the Union complies with the Education Act and has regard to any guidance published by the Charity Commission;

4.1.4 to write, make, commission, print, publish or distribute materials or assist in these activities;

4.1.5 to support any RAG or similar fundraising activities carried out by Students for charitable causes;

4.1.6 to promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

- 4.1.7 to promote, encourage, carry out or commission research, surveys, studies or other work and publish the results;
- 4.1.8 to provide or appoint others to provide guidance, representation and advocacy;
- 4.1.9 to co-operate with other charities and bodies and exchange information and advice with them;
- 4.1.10 to purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 4.1.11 to 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);
- 4.1.12 to borrow and raise money on such terms and security as the Union may think suitable (but only in accordance with the restrictions imposed by the Charities Act);
- 4.1.13 to raise funds and invite and receive contributions from any person(s);
- 4.1.14 to trade in the course of carrying out any of its objects but not to carry on any Taxable Trading;
- 4.1.15 to establish wholly owned subsidiary companies, including to carry on any Taxable Trading;
- 4.1.16 subject to Article 7, to:
- (a) employ and pay employees and professionals or other advisers, and
 - (b) 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;
- 4.1.17 to make grants, awards or loans of money including to Student clubs and societies;
- 4.1.18 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.19 to set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member, affiliate or associate of, 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), subscribe, lend or guarantee money to such charities;
- 4.1.20 to undertake and execute any charitable trusts which may lawfully be undertaken by it;

- 4.1.21 to invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities or property;
- 4.1.22 to delegate the management of investments to an appropriately experienced and qualified financial expert (being an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000) provided that:
- (a) the investment policy is set down in writing for the financial expert by the Trustees,
 - (b) the performance of the investment is reviewed regularly by the Trustees,
 - (c) the Trustees are entitled to cancel the delegation at any time,
 - (d) the investment policy and the delegation arrangements are reviewed at least once a year,
 - (e) 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
 - (f) the financial expert may not do anything outside the powers of the Trustees;
- 4.1.23 to 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;
- 4.1.24 to 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;
- 4.1.25 to open and operate banking accounts and other facilities for banking and to draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments;
- 4.1.26 to purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects;
- 4.1.27 to form a charity or charities with identical or similar objects to the Union and transfer to it or them assets or liabilities of the Union;
- 4.1.28 to purchase indemnity insurance for the Trustees in accordance with and to the extent permitted by the Charities Act; and
- 4.1.29 to do all such other lawful things as shall further the Union's objects.

5. Reviewing and Amending the Articles

- 5.1 The Trustees and the University Governing Body shall review the Articles at intervals of not more than five years.

- 5.2 No amendment may be made to the Articles which would cause the Union to cease to be a charity in law.
- 5.3 Amendments may only be made to the following Articles with the prior written consent of the Charity Commission:
- 5.3.1 the objects; or
 - 5.3.2 any provision relating to what happens to the Union's property on winding up; or
 - 5.3.3 any provision which would provide for any benefit to be obtained by Trustees or their Connected Persons.
- 5.4 No amendment may be made to the Articles without the written approval of the University Governing Body (such approval not to be unreasonably withheld or delayed) and no amendment shall be valid without such approval.
- 5.5 No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 5.6 Subject to Articles 5.2, 5.3, 5.4 and 5.5, the Articles may be amended by Special Resolution.
- 5.7 The Union shall inform the Charity Commission and Companies House of any amendments to the Articles.
- 5.8 The Student Assembly may from time to time propose to the Trustees amendments to the Articles to be put to the Members.
- 6. Bye Laws**
- 6.1 The Trustees may make Bye Laws relating to the governance and administration of the Union and must make Bye Laws where the Articles require it. The Student Assembly may from time to time propose amendments to the Bye Laws for consideration by the Trustees.
- 6.2 No Bye Law may be made which is inconsistent with the Articles.
- 6.3 No alteration of the Bye Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

LIMITATIONS ON PAYMENTS

7. Application of income and property

- 7.1 The income and property of the Union shall be applied solely towards the promotion of its objects set out in Article 3.1.
- 7.2 No part of the income and property of the Union shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members, except for payment in good faith of:-
- 7.2.1 any payment made to any Member in their capacity as a beneficiary of the Union (other than by reason of an employment contract);
 - 7.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union, in the course of employment or otherwise, and of reasonable travelling and other out-of-pocket expenses necessarily incurred in carrying out such services (subject to Article 41.1 in the case of Members who are also Trustees);
 - 7.2.3 interest on money lent by a Member to the Union at a reasonable and proper rate per annum; and/or
 - 7.2.4 any reasonable and proper rent for premises let by a Member to the Union.
- 7.3 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, except for payment in good faith of:
- 7.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
 - 7.3.2 reasonable and proper out-of-pocket expenses of Trustees, subject to Article 41.1;
 - 7.3.3 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
 - 7.3.4 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
 - 7.3.5 fees, remuneration or other benefits in money or money's worth to any company in which a Trustee has an interest, subject to the terms of Article 45;
 - 7.3.6 the usual professional charges for business done by any Trustee, or by any Connected Person of theirs, who is a solicitor, accountant or other professional, when instructed by the Union to act in a professional capacity on their behalf, except that at no time shall a majority of the Members or majority of the Trustees benefit under this provision and provided that any such Member or Trustee shall withdraw from any meeting at which their appointment or remuneration or that of their Connected Person is under discussion; and
 - 7.3.7 reasonable and proper remuneration to any Sabbatical Officer Trustee to be remunerated by the Union from time to time but:

- (a) only if the procedure described in Article 45 is followed,
- (b) provided that this provision may not apply to more than four Sabbatical Officer Trustees in any Academic Year at any one time, and
- (c) subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).

7.3.8 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 52;

7.3.9 any payments made to any Trustee under the indemnity provisions set out in Article 51; and/or

7.3.10 any payments authorised in writing by the Charity Commission.

8. Limited Liability

8.1 The liability of the Members is limited.

9. Guarantee by Members of the Union

9.1 Each Member of the Union undertakes that, if the Union is wound up while they are a Member, or within one year after they cease to be a Member, they will contribute a sum not exceeding £1 to the assets of the Union for:

- 9.1.1 payment of the debts and liabilities of the Union contracted before they ceased to be a Member;
- 9.1.2 payment of the costs, charges and expenses of winding up; and
- 9.1.3 adjustment of the rights of the contributories among themselves.

10. Winding Up

10.1 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 Members of the Union. It shall instead be given or transferred to the University, or if the University has ceased to exist 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 if the University has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

MEMBERSHIP

11. Members

11.1 The Members of the Union shall be as follows:

11.1.1 each and every Student who has not opted out of membership by giving written notice to the University Secretary or the Union in accordance with the Bye Laws of their wish not to be a Member of the Union, and:

- (a) whose principal place of study is at one of the campuses of the University in London or Kent; and
- (b) who does not fall into the category of Associate Members in accordance with Article 13; and

11.1.2 the Sabbatical Officer Trustees of the Union.

12. Termination of Membership

12.1 A Member shall automatically cease to be a Member when:

12.1.1 if such a person is not a Sabbatical Officer Trustee, they cease to be a Student or opt out of Membership; and

12.1.2 if such a person is a Sabbatical Officer Trustee, they:

- (a) cease to be a Sabbatical Officer Trustee; and
- (b) are no longer a Student, or cease to be a Student, or opt out of Membership.

12.2 Membership is not transferable.

12.3 Members of the Union shall be entitled to the benefits set out in the Code of Practice.

12.4 Membership rights may be withdrawn or suspended in accordance with the Bye Laws, provided that the Bye Laws cannot withdraw or suspend any rights afforded to Members by the Articles or the Companies Act.

12.5 Members of the Union shall be entitled to take part in all of the Union's democratic processes including voting in elections and Referenda, proposing motions and attending the Student Assembly and shall be the only Members for the purposes of company law.

12.6 The Union must maintain a register of Members.

13. Associate Members

13.1 There shall be two categories of Associate Members of the Union: Affiliate Members and Life Members.

13.2 Associate Members are not Members of the Union for the purposes of the Articles or the Companies Act and shall not be entitled to take part in the Union's democratic processes.

13.3 Affiliate Members:

13.3.1 In accordance with the Bye Laws:

- (a) some Students shall be eligible to become Affiliate Members of the Union, including all Students whose normal place of study is at an institution other than the University; and
- (b) the terms of such membership shall be agreed at a meeting of the Board of Trustees.

13.3.2 An Affiliate Member shall automatically cease to be an Affiliate Member when they are no longer a Student, or cease to be a Student, or opt out of Membership.

13.4 Life Members:

13.4.1 Former Members of the Union may become Life Members of the Union.

13.4.2 The Sabbatical Officers Trustees can determine the form of application for Life Membership and Life Membership shall be subject to such rights and obligations as the sabbatical officers consider appropriate.

13.4.3 The Trustee Board and/ or the Executive Committee has the power to revoke Life Membership.

DECISION-MAKING BY MEMBERS

14. Decision Making by Members

14.1 Members take decisions in the following ways:

- 14.1.1 at general meetings, in accordance with Article 15 and Articles 19 to 23; or
- 14.1.2 by written resolution, in accordance with Article 16; or
- 14.1.3 by Referenda, in accordance with Article 17; and/or
- 14.1.4 via the Student Assembly, in accordance with Article 18.

15. General Meetings

15.1 At General meetings, Members take decisions on:

- 15.1.1 amendments to the Articles;
- 15.1.2 company law matters;
- 15.1.3 any decision required by the Companies Act to be taken at a general meeting; and
- 15.1.4 any other matter put to a vote at a general meeting, provided that Members may also pass written resolutions in accordance with Article 16.

- 15.2 The Board of Trustees may call a general meeting whenever they wish.
- 15.3 A general meeting must also be called if:
- 15.3.1 not less than 5% of the Members request it in accordance with the Companies Act; or
 - 15.3.2 it is requested at a meeting of the Student Assembly and then approved by majority vote in a Student Assembly ballot.
- 15.4 Unless exceptional circumstances apply, the Board of Trustees shall arrange for general meetings to be held during Term Time.

16. Written Resolutions

- 16.1 Subject to Article 16.4, a written resolution of the Union passed in accordance with this Article shall have effect as if passed by the Union in general meeting.
- 16.2 For the purposes of this Article 16, “**eligible Members**” are Members who would, on the circulation date of a written resolution, have been entitled to vote on the resolution had it been proposed at a general meeting.
- 16.3 A written resolution is:
- 16.3.1 passed as an ordinary resolution if it is passed by Members representing a simple majority of the total voting rights of eligible Members; or
 - 16.3.2 passed as a special resolution if the resolution states that it is a special resolution and is passed by Members representing not less than 75% of the total voting rights of eligible Members.
- 16.4 A Members’ resolution under the Companies Act removing a Trustee or an auditor before the expiry of their term of office may not be passed as a written resolution and must be passed at a general meeting.
- 16.5 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
- 16.6 Communications in relation to written resolutions shall be sent to the Union’s auditors in accordance with the Companies Act.
- 16.7 A Member signifies their agreement to a proposed written resolution when the Union receives from them an authenticated document identifying the resolution to which it relates and indicating their agreement to the resolution provided that:
- 16.7.1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Member’s signature; and
 - 16.7.2 if the document is sent to the Union by electronic means, it is authenticated if the identity of the Member is confirmed in a manner specified by the Trustees.
- 16.8 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

16.9 A proposed written resolution lapses if it is not passed within 48 days beginning with the circulation date.

17. Referenda

17.1 A Referendum may be called on any issue except amending the Articles and removing an auditor from office. In particular, a Referendum may be called on matters of Policy.

17.2 A Referendum may be called by:

17.2.1 a resolution of the Board of Trustees;

17.2.2 a majority vote at a meeting of the Student Assembly; or

17.2.3 a petition signed by at least 500 Members, subject to any conditions prescribed in Bye Laws.

17.3 All Members are entitled to vote in a Referendum, save in exceptional circumstances as provided for in the Bye Laws.

17.4 A Referendum is only valid if at least 500 Members vote.

17.5 Subject to Article 17.6, Bye Laws must provide for the extent to which the result of a Referendum is binding.

17.6 The result of a Referendum cannot be binding on the Union if this would breach any rule of law, including under the Charities Act, the Companies Act or the Education Act, or require the Trustees to act in breach of duty.

18. Student Assembly

18.1 There shall be a Student Assembly whose purpose is to reflect and represent the views of the Members and which sets out a course of action for the Union through the decisions it makes in accordance with these Articles and the Bye Laws.

18.2 The Student Assembly shall have the authority:

18.2.1 to represent the voice of Students;

18.2.2 subject to Article 18.6, to set the Policy of the Union, and refer Policy to Referenda of the Members in accordance with the Bye Laws;

18.2.3 to assist the Trustees in relation to the Bye Laws in accordance with Article 6.

18.3 The composition of the Student Assembly shall be as set out in the Bye Laws. No Member may hold more than one seat on the Student Assembly at any one time.

18.4 The members of the Student Assembly shall be appointed and removed in accordance with the Bye Laws.

18.5 The Student Assembly shall hold meetings in accordance with the Bye Laws.

18.6 Decisions made by the Student Assembly are only subject to the authority of the Trustees on the following grounds:

18.6.1 financial considerations;

18.6.2 charity or education law or other legal requirements (including ultra vires); or

18.6.3 reputation of the Union or its Members.

REQUIREMENTS FOR GENERAL MEETINGS

19. Notice

19.1 A general meeting shall be called and clearly advertised by at least 14 clear days' written notice.

19.2 Every notice calling a general meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted.

19.3 If a Special Resolution is to be proposed at a general meeting, the exact wording of the resolution must be set out in the notice. All notices must also include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

19.4 Written notice of any general meeting shall be given to every Member and to the Trustees of the Union. The accidental omission to give notice to, or the non-receipt of notice by, any Member shall not invalidate proceedings at that meeting.

20. Proceedings

20.1 No business shall be transacted at any general meeting unless a quorum is present. Fifty (50) Members entitled to vote upon the business to be transacted shall be a quorum. A Member present in person and any valid proxy present may count towards the quorum but no person may count more than once towards the quorum.

20.2 Subject to Article 20.3, if such a quorum is not present within an hour from the time appointed for the general meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such time and place as the Trustees may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be adjourned and notice that two consecutive meetings have not reached quorum should be given to the Student Assembly who shall constitute the meeting.

20.3 If the meeting is called by the demand of the Members, it must be dissolved if, within an hour after the appointed starting time, a quorum is not present.

20.4 The Chair, or in their absence some other Trustee nominated by the Trustees, shall preside as chair of the meeting. If neither the Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair of the meeting and, if there is only one Trustee present and willing to act, they shall be chair of the meeting. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chair of the meeting.

20.5 A Trustee may, even if not a Member, attend and speak at any general meeting.

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

21. Votes of Members

- 21.1 Every Member has the right to attend General meetings and every Member shall have the right to vote.
- 21.2 A resolution put to the vote of a meeting shall be decided on a show of hands by Members. On a show of hands or every Member shall have one vote. If a proxy is appointed by more than one Member and instructed by all those who appoint them to vote in the same way, the proxy shall have one vote on a show of hands. If a proxy is appointed by more than one Member and is instructed by one or more Members to vote for the resolution and one or more Members to vote against the resolution, the proxy shall have one vote for the resolution and one vote against the resolution on a show of hands, regardless of the number of proxies they hold.
- 21.3 No Member may vote on any matter in which they have a Personal Interest or debate on such a matter without the permission of the majority of the Members present in person at the meeting, such permission to be given or withheld without discussion.

22. Proxies

- 22.1 Members may appoint a proxy who need not be a Member of the Union. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Union.
- 22.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as they think fit.
- 22.3 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in any usual or common form or in such other form as the Trustees may approve. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Union or such other place as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day in England or the University).
- 22.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Union at the Union or at such other place as was specified in the notice for the depositing of the proxy at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day in England or the University).

23. Polls

23.1 A poll on a resolution may be demanded:-

23.1.1 in advance of the general meeting where it is to be put to the vote;

23.1.2 at a general meeting, either before a show of hands on that resolution; or

23.1.3 immediately after the result of a show of hands on that resolution is declared.

23.2 A poll may be demanded by:

23.2.1 the Chair of the meeting;

23.2.2 the Trustees;

23.2.3 two or more persons having the right to vote on the resolution;

23.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or

23.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

23.3 A demand for a poll may be withdrawn if:

23.3.1 the poll has not yet been taken; and

23.3.2 the Chair of the meeting consents to the withdrawal.

23.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

TRUSTEES

24. Trustees

- 24.1 The Trustees of the Union shall be made up of the following persons:-
- 24.1.1 not more than four Sabbatical Officer Trustees appointed in accordance with Article 25;
 - 24.1.2 not more than four Student Trustees appointed in accordance with Article 26;
 - 24.1.3 not more than six External Trustees appointed in accordance with Article 27; and
 - 24.1.4 one University Trustee appointed in accordance with Article 28.

APPOINTMENT AND REMOVAL OF TRUSTEES

25. Appointment of Sabbatical Officer Trustees

- 25.1 Up to four Sabbatical Officer Trustees shall be elected by secret ballot by the Members of the Union at an election held in accordance with the Bye Laws and shall remain in office for a term of twelve months 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.
- 25.2 The Sabbatical Officer Trustees shall be elected to posts set out in the Bye Laws. At the same time as commencing the term of office as a Trustee, the Sabbatical Officer Trustee will enter into a contract of employment with the Union for a term of twelve months.
- 25.3 Subject to a transitional change in the year of office as set out in Article 25.1:-
- 25.3.1 Sabbatical Officer Trustees may be re-elected for a maximum further term of twelve months by secret ballot by the Members of the Union at an election to be held in accordance with the Bye Laws; and
 - 25.3.2 the maximum total term that a Sabbatical Officer Trustee may serve is twenty four months.
- 25.4 Each Sabbatical Officer Trustee must be a Member of the Union at the time of their election.
- 25.5 Each Sabbatical Officer Trustee must have been a registered Student at the University for a continuous period of at least four months immediately before their election unless they are standing for re-election in accordance with Article 25.3.1.
- 25.6 The Sabbatical Officer Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act.
- 25.7 A Sabbatical Officer Trustee shall become a Member of the Union on the commencement of their appointment or re-appointment as Sabbatical Officer Trustee.

- 25.8 A Sabbatical Officer Trustee who has not completed their approved programme of study at the University prior to their prospective appointment must apply to the University for a leave of absence from their course for the length of their proposed term of office as a Sabbatical Officer Trustee. Such application must be submitted to the University at least 4 weeks before the prospective appointment or re-appointment is due to take effect.
- 25.9 The duties and remuneration of each Sabbatical Officer Trustee shall be as set out in the Bye Laws and their contract of employment.
- 25.10 Sabbatical Officer Trustees must comply with the conditions of their contracts of employment and all applicable staff policies of the Union.

26. Appointment of Student Trustees

- 26.1 The Trustees shall appoint by a simple majority vote up to four Student Trustees in accordance with any applicable processes set out in Bye Laws.
- 26.2 The Trustees may not appoint any person to be a Student Trustee if that person has previously been:
- 26.2.1 a Sabbatical Officer Trustee; or
 - 26.2.2 otherwise a 'major union office holder' of the Union for the purposes of section 22 of the Education Act.
- 26.3 The Student Trustees shall commence their period of office once appointed in accordance with Article 26.1.
- 26.4 Unless their appointment is terminated in accordance with Article 32, Student Trustees shall serve for a term of up to two years or until they have graduated or left the University. At the end of their first term of office, Student Trustees shall be eligible for reappointment for a further term of up to two years by a simple majority vote of the Trustees in accordance with Article 26.1, but shall not be eligible for reappointment thereafter.

27. Appointment of External Trustees

- 27.1 The Trustees shall appoint by a simple majority vote up to six persons as External Trustees who have been recommended by an approved trustee appointment process and they consider suitable to be External Trustees.
- 27.2 Unless their appointment is terminated in accordance with Article 33, External Trustees shall remain in office for a term of four years calculated from the date of appointment. At the end of their first term of office, External Trustees shall be eligible for reappointment by a simple majority vote of the Trustees for a further term of four years, but shall not be eligible for reappointment thereafter.

28. Appointment of The University Trustee

- 28.1 The Vice Chancellor of the University shall appoint one person from the University's senior leadership team (i.e. a director or senior academic) to serve as University Trustee.

28.2 Unless their appointment is terminated in accordance with Article 34, the University Trustee shall remain in office for a term of four years calculated from the date of appointment. At the end of their first term of office they may be reappointed for a further term of four years, but shall not be eligible for reappointment thereafter.

29. Appointment of the Chair of the Board of Trustees

29.1 The Chair shall be an External Trustee, elected to the position of Chair by simple majority vote of the other Trustees.

29.2 Subject to Article 42.3, The Chair shall remain in office for a term of four years calculated from the date of appointment. At the end of their first term of office, The Chair shall be eligible for reappointment by a simple majority vote of the Trustees for a further term of four years, but shall not be eligible for reappointment thereafter.

30. Disqualification, Removal and Resignation of Trustees

30.1 A Trustee shall cease to be a Trustee if the Trustee:-

30.1.1 becomes prohibited by law from being a charity trustee or company director;

30.1.2 becomes bankrupt or makes any arrangement or composition with their creditors generally;

30.1.3 is considered by the Board to have become incapable by reason of mental ill-health, disorder, illness or injury of managing and administering their own affairs;

30.1.4 is absent from three consecutive meetings of the Trustees and/or of any committee without good cause (any such good cause to be reported in writing to the Chair as soon as reasonably practicable after any such absence) and a majority of the other Trustees resolve to remove them;

30.1.5 they are removed from office under Articles 31 to 34; or

30.1.6 they resign, but only if at least seven Trustees will remain in office when the notice of resignation is to take effect, those Trustees constituting a quorum in accordance with Article 42.6.

31. Removal of Sabbatical Officer Trustees

31.1 The office of a Sabbatical Officer Trustee shall be vacated:-

31.1.1 in accordance with Article 30;

31.1.2 if:

(a) a petition for a motion of no confidence in the Sabbatical Officer Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote, and

(b) a motion of no confidence is passed by at least 66% of the Members who vote in a Referendum run by the Union, in which a minimum of 500 Members vote;

31.1.3 if they are removed at a Trustee meeting by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees present and entitled to vote, provided that:

- (a) the Trustee concerned shall not be entitled to vote on the resolution,
- (b) at least two External Trustees must vote in favour of removal,
- (c) at least two individuals who are either Sabbatical Officer Trustees or Student Trustees must vote in favour of removal, and
- (d) in the event of an equality of votes, the Chair shall have a casting vote;
or

31.1.4 their contract of employment with the Union expires, is terminated or otherwise ends.

31.2 Subject to Article 35 and to any applicable laws, a Trustee removed under Article 31 shall be removed both as a Trustee and from their remunerated sabbatical position.

32. Removal of Student Trustees

32.1 The office of a Student Trustee shall be vacated:-

32.1.1 in accordance with Article 30;

32.1.2 if:

- (a) a petition for a motion of no confidence in the Student Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote, and
- (b) a motion of no confidence is passed by at least 66% of the Members who vote in a Referendum run by the Union, in which a minimum of 500 Members vote.

32.1.3 if they are removed at a Trustee meeting by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees present and entitled to vote, provided that:

- (a) the Trustee concerned shall not be entitled to vote on the resolution,
- (b) at least two External Trustees must vote in favour of removal,
- (c) at least two individuals who are either Sabbatical Officer Trustees or Student Trustees must vote in favour of removal, and
- (d) in the event of an equality of votes, the Chair shall have a casting vote;
or

32.1.4 they graduate from or leave the University.

33. Removal of External Trustees

33.1 The office of External Trustee shall be vacated:-

33.1.1 in accordance with Article 30;

33.1.2 if:

- (a) a petition for a motion of no confidence in the External Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote; and
- (b) a motion of no confidence is passed by at least 66% of the Members who vote in a Referendum run by the Union, in which a minimum of 500 Members vote; or

33.1.3 if they are removed at a Trustee meeting by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees present and entitled to vote, provided that:

- (a) the Trustee concerned shall not be entitled to vote on the resolution,
- (b) at least two External Trustees must vote in favour of removal,
- (c) at least two individuals who are either Sabbatical Officer Trustees or Student Trustees must vote in favour of removal, and
- (d) in the event of an equality of votes, the Chair shall have a casting vote.

34. Removal Of University Trustee

34.1 The office of University Trustee shall be vacated:-

34.1.1 in accordance with Article 30;

34.1.2 in response to an instruction from the Vice Chancellor;

34.1.3 if:

- (a) a petition for a motion of no confidence in the University Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote, and
- (b) a motion of no confidence is passed by at least 66% of the Members who vote in a Referendum run by the Union, in which a minimum of 500 Members vote;

34.1.4 if they are removed at a Trustee meeting by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees present and entitled to vote, provided that:

- (a) the Trustee concerned shall not be entitled to vote on the resolution,
- (b) at least two External Trustees must vote in favour of removal,

- (c) at least two individuals who are either Sabbatical Officer Trustees or Student Trustees must vote in favour of removal, and
 - (d) in the event of an equality of votes, the Chair shall have a casting vote.
- 34.2 The Chair shall inform the Vice Chancellor promptly that a resolution to remove the University Trustee has been passed.

35. Rights of Removed Trustees

- 35.1 A resolution to remove any Trustee in accordance with Articles 31 to 34 shall not be passed unless the Trustee concerned has been given at least 14 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 to be heard by or make written representations to the Trustees.
- 35.2 A Trustee removed from office in accordance with Articles 31 to 34 shall be entitled to appeal their removal within 14 days of the decision in writing. The appeal shall be heard by an independent panel, comprising two students who are not Trustees, two independent external persons and a University governor or director. The Bye Laws may set out further requirements in relation to selection of the independent panel.

36. Replacement of Trustees

- 36.1 If a Sabbatical Officer Trustee resigns or is disqualified or removed from office at any time prior to the last day of September, there will be a by-election in accordance with the Bye Laws for selection of a replacement.
- 36.2 Subject to Article 36.3, if a Sabbatical Officer Trustee resigns or is disqualified or removed from office at any time on or after 1 October, the vacancy shall remain until the next elections for Sabbatical Officer Trustees are held.
- 36.3 Where there is a vacancy for a Sabbatical Officer Trustee, the Board of Trustees may co-opt a Student (who is also a Member) to fill the vacancy until a further Sabbatical Officer Trustee is appointed according to Education Act.
- 36.4 If any Trustees other than Sabbatical Officer Trustees resign or are disqualified or removed from office they will be replaced in accordance with the Articles.

POWERS OF THE BOARD OF TRUSTEES

37. Powers of the Board of Trustees

- 37.1 The Trustees shall be responsible for overseeing the management and administration of the Union and (subject to any applicable law, the Articles and Bye Laws) may exercise all the powers of the Union.
- 37.2 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 37.3 The Trustees' powers under Article 37.1 shall include but not be limited to ultimate responsibility for:-
- 37.3.1 the governance of the Union;

37.3.2 the budget of the Union; and

37.3.3 the strategy and direction of the Union.

37.4 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

37.5 No person may be appointed as a Trustee in circumstances that, had they already been a Trustee, they would have been disqualified in accordance with Article 30 or otherwise from acting.

37.6 Trustees shall at all times exercise a primary fiduciary responsibility to the Union, notwithstanding any personal or representative interest or interest relating to their employment that they might have.

38. Guidance and Strategy Documents

38.1 The Trustees shall have the power, from time to time, to make, repeal or alter guidance and strategy documents provided that such guidance and strategy documents shall not be inconsistent with these Articles.

39. Delegation of Trustees' Powers

39.1 Subject to Article 39.2, the Trustees may delegate any of their powers or the implementation of any of their resolutions:

39.1.1 to such person or committee,

39.1.2 by such means (including by power of attorney),

39.1.3 to such an extent,

39.1.4 in relation to such matters, and

39.1.5 on such terms and conditions

as they think fit.

39.2 Delegation under Article 39.1 is subject to the following conditions:

39.2.1 the resolution making the delegation shall specify those who shall serve or be asked to serve on any committee (though the resolution may allow the committee to make co-options up to a specified number);

39.2.2 the composition of any committee shall normally include at least one Sabbatical Officer Trustee and one External Trustee, and may include the Chief Executive Officer and any other members at the discretion of the Trustees;

39.2.3 the deliberations of any committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any committee or person to whom powers are delegated shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary;

39.2.4 all delegations shall be revocable by the Trustees at any time;

- 39.2.5 all decisions made by any committee shall be revocable by the Trustees at any time;
- 39.2.6 all delegations will ensure the solvency of the Union and the safeguarding of its assets at all times;
- 39.2.7 the expenditure of any monies of the Union by any committee shall require prior authorisation of the Trustees, except where such expenditure is within such limits as the Trustees shall have notified in writing to such committee;
- 39.2.8 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee or committees as they may from time to time think fit.
- 39.3 Committees may include (but shall not be limited to) the following committees, the members and terms of reference of which shall be defined in the Bye Laws and in accordance with Article 39:-
- 39.3.1 Appointments Staffing and Governance Committee;
- 39.3.2 Remuneration Committee;
- 39.3.3 Finance, Audit and Risk Committee; and
- 39.3.4 Commercial and Marketing Committee.

40. Bank Account and Proceedings of Committees

- 40.1 For the avoidance of doubt, the Trustees may (in accordance with Article 39) delegate financial matters to any committee and empower such committee to operate any bank account (whether or not requiring a signature of any Trustee), 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 and the terms of the committee's delegated authority.
- 40.2 The meetings and proceedings of any committee shall be governed by the provisions of the Articles and the Bye Laws regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

PROCEEDINGS OF THE BOARD OF TRUSTEES

41. Expenses of Trustees

- 41.1 The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties, except that any item of expenditure, or series of related items of expenditure, in excess of £50 shall require the approval of the Chair (which shall not be unreasonably withheld).

42. Proceedings of Trustees

- 42.1 Subject to the provisions of the Articles and the Bye Laws, the Trustees may regulate their proceedings as they think fit.
- 42.2 Four Trustees may, and the Chief Executive at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least five clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any minor irregularity in respect of such notice.
- 42.3 The Chair of the Trustees shall be an External Trustee elected in accordance with Article 29. The Trustees may at any time remove them from the office of Chair.
- 42.4 The Trustees may appoint an External Trustee to be Vice-Chair of the Trustees and may at any time remove them from office. The role of the Vice-Chair will be to support the Chair.
- 42.5 Issues arising at a meeting and all decisions to be taken by the Trustees pursuant to the Articles shall be decided by a majority decision. 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.
- 42.6 The quorum for meetings of the Trustees shall be seven Trustees. There must be a majority by one of student trustees (including Sabbatical Officer Trustees and/or Student Trustees).
- 42.7 Guests or observers can attend and speak at meetings of the Trustees with permission of the Chair, but they shall not be entitled to vote or count in the quorum upon any business transacted at such meetings.
- 42.8 The Trustees shall where appropriate invite the Chief Executive to attend and speak at meetings of the Board of Trustees, but they shall not be entitled to vote or count in the quorum upon any business transacted at such meetings.
- 42.9 The Trustees 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, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 42.10 The Chair shall preside at every meeting of Trustees in accordance with Bye Laws. If there is no Trustee holding the office of Chair, or if the Chair is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint the Vice Chair or one of their number to be chair of the meeting.
- 42.11 If it is discovered that there was some defect in the procedure at a meeting of the Trustees or in the appointment of a Trustee, anything done before the discovery is valid.
- 42.12 A resolution in writing signed by all of the Trustees entitled to vote on it is as valid as if it had been passed at a properly held meeting of the Board of Trustees. The resolution may consist of several documents in the same form signed by one or more of the Trustees. The resolution is passed on the date on which the last Trustee signs.
- 42.13 The Trustees shall appoint a Secretary to be present at every meeting in accordance with the Bye Laws.

42.14 The Trustees shall hold a minimum of five meetings in any Academic Year.

43. Email Approval Of Resolutions

43.1 A Trustees' resolution which is approved by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:

43.1.1 in order to be passed, such a resolution must be approved by email by all of the Trustees entitled to vote on it;

43.1.2 notice of a proposed resolution must be given to all of the Trustees by email at the same time (a "**Resolution E-Notice**");

43.1.3 approval from each Trustee entitled to give their approval must be received by such person as all the Trustees shall have nominated in advance for that purpose (the "**Recipient**"), which person may, for the avoidance of doubt, be one of the Trustees;

43.1.4 approval from all of the Trustees entitled to vote (each a "**Trustee Approval**") must be received by the Recipient within 14 clear days of the Resolution E-Notice (the "**Approval Period**"). For the avoidance of doubt, an approval shall be deemed received by the Recipient upon receipt in the inbox of the Recipient's email account.

43.1.5 each Trustee Approval must be sent from an email address previously notified by that Trustee by post, fax or in person to the Chief Executive as intended for use by that Trustee for the purpose of sending such email confirmations;

43.1.6 following the earlier of the end of the Approval Period or receipt of a response from each of the Trustees entitled to vote, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article; and

43.1.7 the date of a resolution shall be the date of receipt by the Recipient of the last Trustee Approval.

44. Virtual Meetings

44.1 A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

45. Conflicts of Interest

45.1 For the purposes of this Article 45, "**Conflict of Interest**" means any direct or indirect interest of a Trustee (whether personally or by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or may conflict with the interests of the Union, including because the Trustee or a Connected Person may receive a benefit from the Union, or has some separate interest or duty in a matter to be decided or in relation to information which is confidential to the Union.

45.2 Subject to Article 45.4, whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Trustee must:

- 45.2.1 fully declare the nature and extent of the interest before discussion begins on the matter;
 - 45.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Trustees;
 - 45.2.3 not be counted in the quorum for that part of the meeting or decision-making process;
 - 45.2.4 be absent during the vote and have no vote on the matter; and
 - 45.2.5 comply with any other requirement which the other Trustees resolve is necessary.
- 45.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question must be decided by a majority decision of the other Trustees.
- 45.4 When any Trustee has a Conflict of Interest, the Trustees who do not have a Conflict of Interest (if they form a quorum without counting the conflicted Trustee and are satisfied that it is in the best interests of the Union to do so) may by resolution passed in the absence of the Trustee permit the Trustee, notwithstanding any Conflict of Interest which has arisen or may arise for the Trustee, to:
- 45.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both;
 - 45.4.2 disclose to a third party information confidential to the Union;
 - 45.4.3 take any other action not otherwise authorised which does not involve the receipt by the Trustee (or a Connected Person) of any payment or other material benefit from the Union; or
 - 45.4.4 refrain from taking any step required to remove the Conflict of Interest.
- 45.5 Where a Trustee has a Conflict of Interest which has been declared to the Trustees, the Trustee shall not be in breach of that Trustee's 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, provided that a Trustee may not withhold information relating to a direct or indirect personal benefit for the Trustee.
- 45.6 The Trustees shall observe the other duties and rules in the Companies Act, and such other rules as the Board of Trustees adopts, in relation to the management of Conflicts of Interest.
- 45.7 Nothing contained in this Article 45 shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.
- 45.8 The Board of Trustees shall cause a register of Trustees' interests to be kept.

OTHER ADMINISTRATIVE BODIES

46. Executive Committee

- 46.1 There shall be an Executive Committee.
- 46.2 The composition of the Executive Committee shall be as set out in the Bye Laws.
- 46.3 The Executive Committee's responsibility shall include but not be limited to the following areas:-
 - 46.3.1 Representational: to promote and defend the rights of Members.
 - 46.3.2 Campaigning: to campaign on issues affecting Members.

47. Scrutiny Panel

- 47.1 There shall be a Scrutiny Panel.
- 47.2 The composition of the Scrutiny Panel shall be as set out in the Bye Laws, but must include at least one Student Trustee.
- 47.3 The Scrutiny Panel shall meet in accordance with the Bye Laws.
- 47.4 The Scrutiny Panel's responsibility shall include, but is not limited to, the following areas:
 - 47.4.1 Receive a report from the Sabbatical Officer Trustees at each meeting;
 - 47.4.2 Hold the Sabbatical Officer Trustees to account for their representational work;
 - 47.4.3 Ensure the Sabbatical Officer Trustees are acting within the best interests of the student body;
 - 47.4.4 Refer issues relating to Sabbatical Officer Trustee performance to Student Assembly; and
 - 47.4.5 Refer issues relating to Sabbatical Officer Trustee performance to the Board of Trustees.
- 47.5 Decisions made by the Scrutiny Panel are subject to the authority of the Trustees on the following grounds:
 - 47.5.1 financial considerations;
 - 47.5.2 charity or education law or other legal requirements (including ultra vires); or
 - 47.5.3 reputation of the Union or its Members

GENERAL AND ADMINISTRATIVE

48. Minutes

- 48.1 The Trustees shall ensure that minutes are kept of all general meetings, meetings of the Trustees and meetings of committees of Trustees. The minutes of these meetings will be available to Members.
- 48.2 Minutes of Trustee meetings must be kept for a minimum of 10 years from the date of the meeting.

49. Accounts and Reports

- 49.1 The Trustees shall comply with the requirements of the Education Act, the Charities Act and the Companies Act (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts, and the production of an annual return.
- 49.2 The Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Articles 48 and 49.1. The Trustees shall respond to the Members as soon as reasonably practicable.

50. Notices

- 50.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
- 50.2 The Union may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their address or by leaving it at that address or by email (if the Member has provided an e-mail address and consented to receipt of notice and other documents in this way) or by posting it on the Union website (subject to the requirements of the Companies Act).
- 50.3 A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 50.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed duly received:
 - 50.4.1 if sent by post, at the expiry of 48 hours after the envelope containing it was posted; or
 - 50.4.2 if sent by email or facsimile, at the expiry of 48 hours after the time of transmission; or
 - 50.4.3 if delivered personally, when left at the address of, and for, the relevant Member or when handed directly to the relevant Member; or
 - 50.4.4 if posted on the Union website at the expiry of 48 hours after being so posted.

51. Indemnity

- 51.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer or auditor may otherwise be entitled, the Union shall indemnify every Trustee or other officer or auditor out of the assets of the

Union against all costs and liabilities incurred by them which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or other officer or auditor save that no Trustee may be entitled to be indemnified:

51.1.1 for any liability incurred by them to the Union or any associated company of the Union (as defined by the Companies Act for these purposes);

51.1.2 for any fine imposed in criminal proceedings;

51.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

51.1.4 for any liability which they have incurred in defending any criminal proceedings in which they are convicted and such conviction becomes final;

51.1.5 for any liability which they have incurred in defending any civil proceedings brought by the Union or an associated company in which a final judgment has been given against them; or

51.1.6 for any liability which they have incurred in connection with any application under the Companies Act in which the court refuses to grant them relief and such refusal has become final.

51.2 To the extent permitted by law from time to time, the Union may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by them as a Trustee or officer, provided that they will be obliged to repay such amounts no later than:

51.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or

51.2.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or

51.2.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.

52. Trustees' Indemnity Insurance

52.1 The Trustees shall have power to resolve pursuant to Article 4.1.28 to effect trustees' indemnity insurance, despite their interest in such policy.