

## **What changes are we planning to make to the SU's Articles of Association, and why?**

You will all be aware that the University of Greenwich is merging with the University of Kent, to form a new combined university called the London and South East University Group. This new university will start operating on 1 August 2026.

Both universities have students' unions, and it is important for the SUs to also come together at the same time as the universities. Greenwich SU and Kent SU are therefore in the process of merging to form a combined SU for the benefit of students at the new London and South East University Group.

To prepare for the merger on 1 August, there are some important changes that need to be made to Greenwich SU's constitutional document – called its Articles of Association, which the trustees will be putting forward at a meeting (called a company law meeting or “general meeting”). The proposed new Articles are attached and are marked “A” on the front page. There is also a comparison version attached and marked “B”, which shows exactly what is being changed (struck-through text is being removed and underlined text is being added).

The changes you are being asked to approve at this meeting are intended to facilitate the merger process between now and 1 August, and beyond. It is expected that from 1 August, Greenwich SU's current Articles will no longer be in use. Instead, the new combined SU will have its own new Articles.

### **Changes to the SU's objects / charitable purposes**

Greenwich SU and Kent SU both exist to advance the education of students at their respective universities. This core charitable purpose is written into the Articles. Both SUs have wording drawn from the NUS model documents originally drafted by the law firm Bates Wells taking account of the law applying to students' unions. Because of requirements under charity law, it is important for Greenwich SU's charitable purposes to be changed to reflect that the combined SU will exist for the benefit of students across the whole of the new London and South East University Group, not just students at Greenwich campuses. Kent SU will also be changing its charitable purposes in the same way at the same time. By doing this, the charitable purposes of the two SUs will be identical in preparation for the merger. The trustees are asking you to approve the new charitable purposes, which you can see in Article 3 and the “interpretation” section.

### **Changes to the SU's governance structure**

Students are at the heart of every SU and are the reason that SUs exist. It is fundamental that SUs operate in a fair and democratic manner, and the universities have a specific legal duty to make sure that this happens. This means that an SU will always take account of the views and wishes of students and involve students in decision-making.

Some SUs adopt a so-called “association structure” in which the students also carry out a specific legal role under company law, by also being constitutional members of the SU. This is the governance structure that Greenwich SU has currently, which is set out in the current Articles. Kent Union adopts a different structure, called a “foundation structure”, where the trustees have the constitutional membership. In an association structure, company law means that certain arcane and inflexible processes need to be followed, which are not always best suited to a students' union context. As you will have seen, there is a requirement for

certain notices and forms to members and having to hold special ‘general meetings’ under company law, with complicated rules about proxies which mean we cannot appropriately have a system of advance voting, for example.

The trustees are asking you to approve a change to this alternative governance structure, so that the structure is aligned with Kent SU before the merger. This change will also help the trustees to deal with administrative matters for the merger more efficiently over the summer. You can see the proposed changes in the attached version of the Articles marked "B", mainly in the 'Membership' section (starting at Article 11) and Schedule 1.

### **Other administrative changes**

The trustees would like to take this opportunity to make a couple of additional administrative changes to the Articles:

- A. simplifying the process for trustees to agree decisions by email, so that decision-making can be more agile (the changes are shown in Articles 34 and 35); and
- B. clarifying a company law point about communications from the Union to the trustees in their future capacity as members of the SU (the changes are shown in Article 42.4.2).