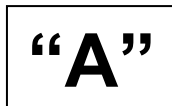


ARTICLES OF ASSOCIATION
OF
GREENWICH STUDENTS' UNION LTD
(A COMPANY LIMITED BY GUARANTEE)

As approved by University Governing Body:



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

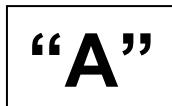
- (A) Greenwich Students' Union Ltd carries out activities to promote the educational interests and welfare of students of the University.
- (B) The Union will seek at all times to:-
- (i) ensure that the diversity of its Student Membership is recognised and that equal access to the Union is available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

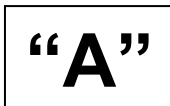
1. Meaning of terms

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

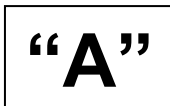
"Academic Year"	the period between 1 August in one year and 31 July in the next year;
"Associate Members"	the associate members of the Union as described in Article12;
"Articles"	these Articles of Association;
"Board of Trustees"	the board of Trustees of the Union, the members of which are the company directors and charity trustees;



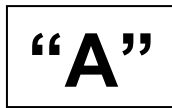
“Bye Laws”	the bye laws made from time to time in accordance with Article 6;
“Chair”	the appointed External Trustee elected to the position of Chair in accordance with Article 21;
“Charities Act”	the Charities Act 2011;
“Chief Executive”	the Chief Executive Officer of the Union;
“clear days”	in relation to a period of 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
“Executive Committee”	Student leadership group set out in the Bylaws as described in Article 38
“External Trustee”	a Trustee appointed in accordance with Article 19 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 paragraph 1 of Schedule 1
“in writing”	means written, printed or transmitted writing including by electronic communication;
“Members”	members of the Union as described in Article 11.1;
“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;



"Policy"	political policy set by the Student Assembly or Referenda in accordance with Article 15.2 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 Student 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 14;
"Remote Attendance"	remote attendance at a general meeting by such means as are approved by the Trustees in accordance with paragraph 1.3 of Schedule 1;
"Sabbatical Officer Trustee"	a Trustee appointed in accordance with Article 17.1;
"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 (as determined by the University);
"Student Assembly"	the body described in Article 15;
"Student Members"	has the meaning given in Article 12.4;
"Student Trustee"	a Trustee appointed in accordance with Article 18.1 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.
"Transfer Date"	the date on which the University of Kent merges into the University of Greenwich, being 1 August 2026 (or such other date as is determined);



- "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" the company regulated by these Articles;
- "University" the University of Greenwich, a charity and company limited by guarantee (company number 986729), or from the Transfer Date, the London and South East University Group (comprising the former University of Greenwich and University of Kent);
- "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 20
- "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 Schedule 1 paragraph 2
- 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 objects of the Union are the advancement of education of Students at the University for the public benefit by:

3.1.1 Promoting the interests and welfare of those Students during their course of study, and representing, supporting and advising Students;

3.1.2 Being the recognised representative channel between Students, the University and any other external bodies; and

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

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

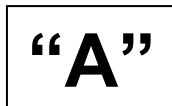
(c) make representations to and seek to influence governmental and other bodies and institutions,

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;

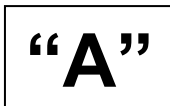
4.1.4 to write, make, commission, print, publish or distribute materials or assist in these activities;

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

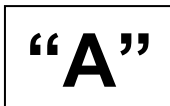
4.1.6 to promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;



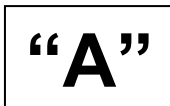
- 4.1.7 to promote, encourage, carry out or commission research, surveys, studies or other work and publish the results;
- 4.1.8 to provide or appoint others to provide guidance, representation and advocacy;
- 4.1.9 to co-operate with other charities and bodies and exchange information and advice with 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.

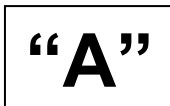


- 5.5 No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 5.6 Subject to Articles 5.2, 5.3, 5.4 and 5.5, the Articles may be amended by Special Resolution.
- 5.7 The Union shall inform the Charity Commission 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.

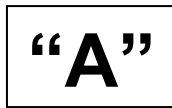


LIMITATIONS ON PAYMENTS

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 33.1 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 33.1;
 - 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 37;
 - 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 37 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 44;
- 7.3.9 any payments made to any Trustee under the indemnity provisions set out in Article 43; 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 the Trustees from time to time.
- 11.2 The Members shall be entered in the register of members.
- 11.3 The Members may pass ordinary or special resolutions in a general meeting or by written resolution in accordance with Schedule 1.
- 11.4 Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member when they cease to be a Trustee.

12. Associate Members

- 12.1 There shall be three categories of Associate Members of the Union: Student Members, Affiliate Members and Life Members.
- 12.2 Associate Members are not Members of the Union for the purposes of the Articles or the Companies Act.
- 12.3 Associate Members may have such rights and obligations (and may be liable for any such subscriptions) as the Trustees decide from time to time. The Trustees may admit and remove any Associate Members in accordance with any rules that they make.

12.4 Student Members:

12.4.1 For the purposes of these Articles, the Student Members of the Union are:

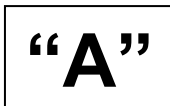
- (a) all Students who have not ceased to be Student Members under Article 12.4.2, and:
 - (i) whose principal place of study is at one of the campuses of the University in London or Kent; and
 - (ii) who does not fall into the category of Affiliate Members or Life Members in accordance with Articles 12.5 or 12.6; and
- (b) the Sabbatical Officer Trustees.

12.4.2 A person ceases to be a Student Member of the Union if they:

- (a) Notify the University or the Union of their wish to opt out of Student Membership (with effect from any date specified in that notice);
- (b) Cease to be either a Student or Sabbatical Officer Trustee (as applicable); or
- (c) Other than the Sabbatical Officer Trustees, are removed from Student Membership in accordance with a policy approved by the Trustees.

12.5 Affiliate Members:

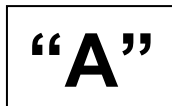
12.5.1 In accordance with the Bye Laws:



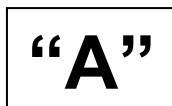
- (a) some Students shall be eligible to become Affiliate Members of the Union, including all Students whose normal place of study is at an institution other than the University; and
 - (b) the terms of such membership shall be agreed at a meeting of the Board of Trustees.
- 12.5.2 An Affiliate Member 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 Affiliate Membership.
- 12.6 Life Members:
- 12.6.1 Former Members of the Union may become Life Members of the Union.
- 12.6.2 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.
- 12.6.3 The Trustee Board and/ or the Executive Committee has the power to revoke Life Membership.

STUDENT VOICE

13. Student Voice
- 13.1 There is a process known as "Student Voice" by which Student Members of the Union express democratic views by:
- 13.1.1 Voting on matters of Policy; and
 - 13.1.2 Engaging in elections of Sabbatical Officer Trustees and other roles in accordance with these Articles and Bye Laws.
- 13.2 Student Voice procedures under these Articles may include conferences, referendums and other events (including virtual or online events) and shall be conducted in accordance with a timetable and process set out in Articles 14 and 15 and the Bye Laws.
14. Referenda
- 14.1 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.
- 14.2 A Referendum may be called by:
- 14.2.1 a resolution of the Board of Trustees;
 - 14.2.2 a majority vote at a meeting of the Student Assembly; or
 - 14.2.3 a petition signed by at least 500 Student Members, subject to any conditions prescribed in Bye Laws.



- 14.3 All Student Members are entitled to vote in a Referendum, save in exceptional circumstances as provided for in the Bye Laws.
- 14.4 A Referendum is only valid if at least 500 Student Members vote.
- 14.5 Subject to Article 14.6, Bye Laws must provide for the extent to which the result of a Referendum is binding.
- 14.6 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.
15. Student Assembly
- 15.1 There shall be a Student Assembly whose purpose is to reflect and represent the views of the Student 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.
- 15.2 The Student Assembly shall have the authority:
- 15.2.1 to represent the voice of Students;
- 15.2.2 subject to Article 15.6, to set the Policy of the Union, and refer Policy to Referenda of the Student Members in accordance with the Bye Laws;
- 15.2.3 to assist the Trustees in relation to the Bye Laws in accordance with Article 6.
- 15.3 The composition of the Student Assembly shall be as set out in the Bye Laws. No Student Member may hold more than one seat on the Student Assembly at any one time.
- 15.4 The members of the Student Assembly shall be appointed and removed in accordance with the Bye Laws.
- 15.5 The Student Assembly shall hold meetings in accordance with the Bye Laws.
- 15.6 Decisions made by the Student Assembly are only subject to the authority of the Trustees on the following grounds:
- 15.6.1 financial considerations;
- 15.6.2 charity or education law or other legal requirements (including ultra vires); or
- 15.6.3 reputation of the Union or its Student Members.

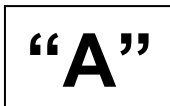


TRUSTEES

- 16. Trustees
- 16.1 The Trustees of the Union shall be made up of the following persons:-
 - 16.1.1 not more than four Sabbatical Officer Trustees appointed in accordance with Article 17;
 - 16.1.2 not more than four Student Trustees appointed in accordance with Article 18;
 - 16.1.3 not more than six External Trustees appointed in accordance with Article 19; and
 - 16.1.4 one University Trustee appointed in accordance with Article 20.

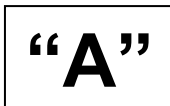
APPOINTMENT AND REMOVAL OF TRUSTEES

- 17. Appointment of Sabbatical Officer Trustees
- 17.1 Up to four Sabbatical Officer Trustees shall be elected by secret ballot by the Student 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.
- 17.2 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.
- 17.3 Subject to a transitional change in the year of office as set out in Article 17.1:-
 - 17.3.1 Sabbatical Officer Trustees may be re-elected for a maximum further term of twelve months by secret ballot by the Student Members of the Union at an election to be held in accordance with the Bye Laws; and
 - 17.3.2 the maximum total term that a Sabbatical Officer Trustee may serve is twenty four months.
- 17.4 Each Sabbatical Officer Trustee must be a Student Member of the Union at the time of their election.
- 17.5 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 17.3.1.
- 17.6 The Sabbatical Officer Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act.
- 17.7 A Sabbatical Officer Trustee shall become a Student Member of the Union on the commencement of their appointment or re-appointment as Sabbatical Officer Trustee.
- 17.8 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.

- 17.9 The duties and remuneration of each Sabbatical Officer Trustee shall be as set out in the Bye Laws and their contract of employment.
- 17.10 Sabbatical Officer Trustees must comply with the conditions of their contracts of employment and all applicable staff policies of the Union.
- 18. Appointment of Student Trustees
 - 18.1 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.
 - 18.2 The Trustees may not appoint any person to be a Student Trustee if that person has previously been:
 - 18.2.1 a Sabbatical Officer Trustee; or
 - 18.2.2 otherwise a 'major union office holder' of the Union for the purposes of section 22 of the Education Act.
 - 18.3 The Student Trustees shall commence their period of office once appointed in accordance with Article 18.1.
 - 18.4 Unless their appointment is terminated in accordance with Article 24, 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 18.1, but shall not be eligible for reappointment thereafter.
- 19. Appointment of External Trustees
 - 19.1 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.
 - 19.2 Unless their appointment is terminated in accordance with Article 25, 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.
- 20. Appointment of The University Trustee
 - 20.1 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.
 - 20.2 Unless their appointment is terminated in accordance with Article 26, 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.

21. Appointment of the Chair of the Board of Trustees

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

21.2 Subject to Article 34.3, 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.

22. Disqualification, Removal and Resignation of Trustees

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

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

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

22.1.3 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;

22.1.4 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;

22.1.5 they are removed from office under Articles 23 to 26; or

22.1.6 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 34.6.

23. Removal of Sabbatical Officer Trustees

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

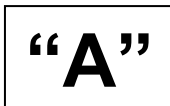
23.1.1 in accordance with Article 22;

23.1.2 if:

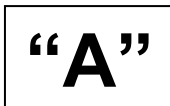
(a) a petition for a motion of no confidence in the Sabbatical Officer Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote, and

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

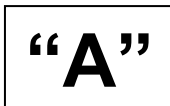
23.1.3 if they are removed at a Trustee meeting by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of Trustees present and entitled to vote, provided that:



- (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
- 23.1.4 their contract of employment with the Union expires, is terminated or otherwise ends.
- 23.2 Subject to Article 27 and to any applicable laws, a Trustee removed under Article 23 shall be removed both as a Trustee and from their remunerated sabbatical position.
24. Removal of Student Trustees
- 24.1 The office of a Student Trustee shall be vacated:-
- 24.1.1 in accordance with Article 22;
 - 24.1.2 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 Student Members who vote in a Referendum run by the Union, in which a minimum of 500 Student Members vote.
 - 24.1.3 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
 - 24.1.4 they graduate from or leave the University.
25. Removal of External Trustees
- 25.1 The office of External Trustee shall be vacated:-
- 25.1.1 in accordance with Article 22;
 - 25.1.2 if:



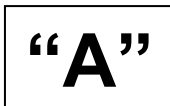
- (a) a petition for a motion of no confidence in the External Trustee is proposed at a Student Assembly meeting and passed by a 66% majority vote; and
 - (b) a motion of no confidence is passed by at least 66% of the Student Members who vote in a Referendum run by the Union, in which a minimum of 500 Student Members vote; or
- 25.1.3 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.
26. Removal Of University Trustee
- 26.1 The office of University Trustee shall be vacated:-
- 26.1.1 in accordance with Article 22;
- 26.1.2 in response to an instruction from the Vice Chancellor;
- 26.1.3 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 Student Members who vote in a Referendum run by the Union, in which a minimum of 500 Student Members vote;
- 26.1.4 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.
- 26.2 The Chair shall inform the Vice Chancellor promptly that a resolution to remove the University Trustee has been passed.



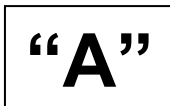
27. Rights of Removed Trustees
- 27.1 A resolution to remove any Trustee in accordance with Articles 23 to 26 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity to be heard by or make written representations to the Trustees.
- 27.2 A Trustee removed from office in accordance with Articles 23 to 26 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.
28. Replacement of Trustees
- 28.1 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.
- 28.2 Subject to Article 28.3, 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.
- 28.3 Where there is a vacancy for a Sabbatical Officer Trustee, the Board of Trustees may co-opt a Student (who is also a Student Member) to fill the vacancy until a further Sabbatical Officer Trustee is appointed according to Education Act.
- 28.4 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

29. Powers of the Board of Trustees
- 29.1 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.
- 29.2 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 29.3 The Trustees' powers under Article 29.1 shall include but not be limited to ultimate responsibility for:-
- 29.3.1 the governance of the Union;
- 29.3.2 the budget of the Union; and
- 29.3.3 the strategy and direction of the Union.



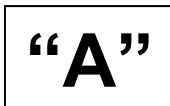
- 29.4 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
- 29.5 No person may be appointed as a Trustee in circumstances that, had they already been a Trustee, they would have been disqualified in accordance with Article 22 or otherwise from acting.
- 29.6 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.
30. Guidance and Strategy Documents
- 30.1 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.
31. Delegation of Trustees' Powers
- 31.1 Subject to Article 31.2, the Trustees may delegate any of their powers or the implementation of any of their resolutions:
- 31.1.1 to such person or committee,
- 31.1.2 by such means (including by power of attorney),
- 31.1.3 to such an extent,
- 31.1.4 in relation to such matters, and
- 31.1.5 on such terms and conditions
- as they think fit.
- 31.2 Delegation under Article 31.1 is subject to the following conditions:
- 31.2.1 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);
- 31.2.2 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;
- 31.2.3 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;
- 31.2.4 all delegations shall be revocable by the Trustees at any time;
- 31.2.5 all decisions made by any committee shall be revocable by the Trustees at any time;



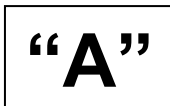
- 31.2.6 all delegations will ensure the solvency of the Union and the safeguarding of its assets at all times;
- 31.2.7 the expenditure of any monies of the Union by any committee shall require prior authorisation of the Trustees, except where such expenditure is within such limits as the Trustees shall have notified in writing to such committee;
- 31.2.8 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.
- 31.3 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 31:-
- 31.3.1 Appointments Staffing and Governance Committee;
- 31.3.2 Remuneration Committee;
- 31.3.3 Finance, Audit and Risk Committee; and
- 31.3.4 Commercial and Marketing Committee.
32. Bank Account and Proceedings of Committees
- 32.1 For the avoidance of doubt, the Trustees may (in accordance with Article 31) 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.
- 32.2 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

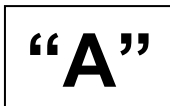
33. Expenses of Trustees
- 33.1 The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge 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).
34. Proceedings of Trustees
- 34.1 Subject to the provisions of the Articles and the Bye Laws, the Trustees may regulate their proceedings as they think fit.



- 34.2 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.
- 34.3 The Chair of the Trustees shall be an External Trustee elected in accordance with Article 21. The Trustees may at any time remove them from the office of Chair.
- 34.4 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.
- 34.5 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.
- 34.6 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).
- 34.7 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.
- 34.8 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.
- 34.9 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.
- 34.10 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.
- 34.11 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.
- 34.12 The Trustees may take a decision without a meeting in accordance with Article 35.
- 34.13 The Trustees shall appoint a Secretary to be present at every meeting in accordance with the Bye Laws.
- 34.14 The Trustees shall hold a minimum of five meetings in any Academic Year.
35. Decisions without a meeting
- 35.1 A decision may be made in accordance with this Article 35. Such a decision shall be as valid and effectual as if it had been passed at a meeting duly convened and held.



- 35.2 A decision is made in accordance with Article 35 in the following circumstances:
- (a) the Chair or any other person who volunteers if necessary (the “Facilitator”) puts the proposed decision to the Trustees and takes reasonable steps to notify all Trustees of the proposed decision;
 - (b) the Facilitator shall specify, in the notice, a date and time no less than 72 hours after the notice was given (the “Decision Date”), for Trustees to indicate whether they are in favour of or oppose the proposed decision or wish to abstain;
 - (c) at the Decision Date, the Facilitator shall calculate whether the following criteria have been met:
 - (i) A simple majority of Trustees have taken part in the vote, by indicating that they are in favour of or oppose the proposed decision or wish to abstain. For the avoidance of doubt a person who has failed to reply should not be considered to have taken part in the vote;
 - (ii) A simple majority of those who have taken part in the vote (as defined in subparagraph (c)(i) above) are Sabbatical Officer Trustees and/or Student Trustees;
 - (iii) A simple majority of those who have indicated that they are in favour of, or oppose the proposed decision (but excluding those who have abstained) are in favour of the decision; and
 - (iv) At least three Trustees have indicated that they are in favour of the decision.
 - (d) If the Facilitator calculates that all four criteria have been met:
 - (i) The decision is valid and should be deemed to have taken effect at the Decision Date; and
 - (ii) The Facilitator will confirm to the Trustees that the decision has been validly passed under this Article.
36. Virtual Meetings
- 36.1 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.
37. Conflicts of Interest
- 37.1 For the purposes of this Article 37, "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.



- 37.2 Subject to Article 37.4, 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:
- 37.2.1 fully declare the nature and extent of the interest before discussion begins on the matter;
 - 37.2.2 withdraw from the meeting or discussion for that item, after providing any information requested by the other Trustees;
 - 37.2.3 not be counted in the quorum for that part of the meeting or decision-making process;
 - 37.2.4 be absent during the vote and have no vote on the matter; and
 - 37.2.5 comply with any other requirement which the other Trustees resolve is necessary.
- 37.3 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.
- 37.4 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:
- 37.4.1 continue to participate in discussions leading to the making of a decision, or to vote, or both;
 - 37.4.2 disclose to a third party information confidential to the Union;
 - 37.4.3 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
 - 37.4.4 refrain from taking any step required to remove the Conflict of Interest.
- 37.5 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.
- 37.6 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.
- 37.7 Nothing contained in this Article 37 shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.
- 37.8 The Board of Trustees shall cause a register of Trustees' interests to be kept.



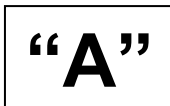
OTHER ADMINISTRATIVE BODIES

38. Executive Committee
- 38.1 There shall be an Executive Committee.
- 38.2 The composition of the Executive Committee shall be as set out in the Bye Laws.
- 38.3 The Executive Committee's responsibility shall include but not be limited to the following areas:-
- 38.3.1 Representational: to promote and defend the rights of Student Members.
- 38.3.2 Campaigning: to campaign on issues affecting Student Members.
39. Scrutiny Panel
- 39.1 There shall be a Scrutiny Panel.
- 39.2 The composition of the Scrutiny Panel shall be as set out in the Bye Laws, but must include at least one Student Trustee.
- 39.3 The Scrutiny Panel shall meet in accordance with the Bye Laws.
- 39.4 The Scrutiny Panel's responsibility shall include, but is not limited to, the following areas:
- 39.4.1 Receive a report from the Sabbatical Officer Trustees at each meeting;
- 39.4.2 Hold the Sabbatical Officer Trustees to account for their representational work;
- 39.4.3 Ensure the Sabbatical Officer Trustees are acting within the best interests of the student body;
- 39.4.4 Refer issues relating to Sabbatical Officer Trustee performance to Student Assembly; and
- 39.4.5 Refer issues relating to Sabbatical Officer Trustee performance to the Board of Trustees.
- 39.5 Decisions made by the Scrutiny Panel are subject to the authority of the Trustees on the following grounds:
- 39.5.1 financial considerations;
- 39.5.2 charity or education law or other legal requirements (including ultra vires); or
- 39.5.3 reputation of the Union or its Student Members

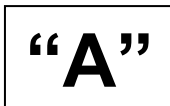


GENERAL AND ADMINISTRATIVE

40. Minutes
- 40.1 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.
- 40.2 Minutes of Trustee meetings must be kept for a minimum of 10 years from the date of the meeting.
41. Accounts and Reports
- 41.1 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.
- 41.2 The Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Articles 40 and 41.1. The Trustees shall respond to the Members as soon as reasonably practicable.
42. Notices
- 42.1 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.
- 42.2 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).
- 42.3 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.
- 42.4 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:
- 42.4.1 if sent by post, at the expiry of 48 hours after the envelope containing it was posted; or
- 42.4.2 if sent by email or facsimile, on the same day that it was sent (so long as no message has been received stating that it is undeliverable); or
- 42.4.3 if delivered personally, when left at the address of, and for, the relevant Member or when handed directly to the relevant Member; or
- 42.4.4 if posted on the Union website at the expiry of 48 hours after being so posted.
43. Indemnity



- 43.1 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:
- 43.1.1 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);
 - 43.1.2 for any fine imposed in criminal proceedings;
 - 43.1.3 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;
 - 43.1.4 for any liability which they have incurred in defending any criminal proceedings in which they are convicted and such conviction becomes final;
 - 43.1.5 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
 - 43.1.6 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.
- 43.2 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:
- 43.2.1 if they are convicted in proceedings, the date when the conviction becomes final; or
 - 43.2.2 if judgment is given against them in proceedings, the date when the judgment becomes final; or
 - 43.2.3 if the court refuses to grant them relief on any application under the Companies Act, the date when refusal becomes final.
44. Trustees' Indemnity Insurance
- 44.1 The Trustees shall have power to resolve pursuant to Article 4.1.28 to effect trustees' indemnity insurance, despite their interest in such policy



Schedule 1 PROVISIONS FOR COMPANY LAW MEETINGS (KNOWN AS “GENERAL MEETINGS”)

1. General Meetings

- 1.1 The Trustees may call a General Meeting at any time.
- 1.2 The quorum for General Meetings is the same as the quorum for Trustee meetings at the Union from time to time.
- 1.3 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a General Meeting. The entitlement of any person to attend and participate in a General Meeting shall be subject to such arrangements.
- 1.4 When the Trustees have made arrangements to facilitate Remote Attendance, the provisions of the Articles shall be treated as modified to permit such arrangements and in particular a person attending a General Meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting.
- 1.5 Subject to the Articles, General Meetings must be called and held in accordance with the provisions regarding such meetings in the Companies Acts.

2. Written Resolutions

General

- 2.1 Subject to this paragraph 2 a Written Resolution agreed by:
 - 2.1.1 Members representing a simple majority; or
 - 2.1.2 (in the case of a Special Resolution) Members representing not less than 75%,
of the total voting rights of eligible Members shall be effective.
- 2.2 On a Written Resolution each Member shall have one vote.
- 2.3 A Written Resolution must state that it was proposed as a Special Resolution in order to be a Special Resolution under the Companies Acts.
- 2.4 A resolution of the Members under the Companies Acts removing a Trustee or auditor before the expiry of their term of office may not be passed as a written resolution.

Circulation

- 2.5 A copy of the proposed Written Resolution must be sent to every Eligible Member together with a statement informing the Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 2.6 The required majority of Eligible Members must signify their agreement to the Written Resolution within the period of 28 days beginning with the Circulation Date.



2.7 Communications in relation to Written Resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

2.8 A 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:

2.8.1 identifying the resolution to which it relates; and

2.8.2 indicating the Member's agreement to the resolution.

2.9 For the purposes of paragraph 2.8:

2.9.1 a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and

2.9.2 a document sent or supplied in electronic form is sufficiently authenticated if:

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

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

2.9.3 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).