|  |  |
| --- | --- |
| **Title** | Greenwich Students’ Union Overview of Changes to the Articles |
| **Agenda Item no** |  |
| **Key Decision?** | Yes |
| **Summary** | These papers include a summary of the changes made to the articles as required after our democratic changes and updated byelaws which governors have already seen over the last year.  Highlights include a general edit to provide consistent naming of the document to use the term “Articles”. Increasing the size of the GSU Trustee Board and adjusting quoracy. Including new decision-making structures such as the Student Assembly and Scrutiny Panels.  After the lawyers (Russel-Cooke) made suggested amendments to the Articles based on our edits to ensure legal compliance these were confirmed in a General Meeting. This meeting took place online and the minutes of which are included.  We ask that the University of Greenwich Governing Body accept these changes which will complete a 2.5 year full democratic review process. |
| **Action for Board** | To discuss and approve |
| **Author & Date** | Henry Setter President 17/04/2020 |

**Minutes of the GSU General Meeting 2nd April 2020**

The General Meeting was held to confirm the vote from the December 2019 Member’s Meeting where the new articles were passed by members but need a further confirmatory vote due to technical changes from the Lawyers. This General Meeting was called by the Chair of GSU’s Trustee Board – Liz Jones – on the 16th of March 2020.

The General Meeting took place online via the GSU Facebook Live page due to the closure of campus spaces due to the COVID-19 situation. To ensure compliance with pre-existing articles’ definitions of quoracy and to facilitate remote attendance, an online proxy mechanism was used to allow as many members possible the opportunity to vote. In compliance with the articles a poll was also called prior to the meeting to enable multiple proxies to stand as valid within the voting, and to enable voting by poll (aka ballot) vs the usual norm – a show of hands – which was unfeasible in a remote setting. The proxy mechanism used was modelled on the basis of sector norms, and is used by organisations such as the National Union of Students (NUS) to conduct such business such in line with company law.

**Meeting attendees;**

* Henry Setter (HS) - Henry had the proxy votes for 13 members
* Jono Smith – Jono had proxy votes for 16 members
* Bilal Ijaz – Bilal had proxy votes for 24 members
* Mayo Femi-Obalemo – Mayo had proxy votes for 13 members

All proxy votes submitted have been verified via MSL to confirm current student status. Attendance for the meeting was therefore 70 members, exceeding the minimum quoracy needed for validity of 50 members.

**Minutes**

The meeting started at 5pm**;**

HS gave an introduction explaining the purpose of the meeting and explaining that the formal notice of the date and time for the meeting was given in time, in accordance with the by-laws and existing articles.

HS explained the timeline so far for the democratic and governance changes over the past few years. HS outlined how students have been involved in the process through various mechanisms throughout the timeline.

HS stated that for any changes to be approved, they must be voted on by students (members) and therefore the proposals were taken to and passed in the December 2019 General Meeting

It was noted that a confirmatory vote was then needed to confirm the changes after the lawyers who were supporting the changes came back to GSU in January with additional edits.

HS explained the difference between the articles being voted on and the by-laws that sit under this document and then described the summary of the changes to the articles. HS said that these were made available to members online through the GSU website, included in the all student e-mail notice and on the proxy submission form.

HS continued to give more information about the key changes to the Articles including;

* + Terminology explanations
  + Officers (election process, remuneration and term lengths)
  + Students at Medway in relation to Kent University
  + Trustee Board decision making and hierarchical status of decision making
  + Student decision making; i.e. referendums and student assembly
  + Procedures for General Meeting, including quoracy and proxies
  + Status as a limited company and the limited liability on members
  + Updated areas around the Trustee Board composition
  + The role and functions of the scrutiny panel and how students can hold the officers to account

HS concluded his summation by reiterating that the purpose of the meeting was to confirm the vote passed in December to approve further changes suggested by the lawyers since that vote.

No questions relating to the summary changes or the articles were submitted to the meeting.

**Voting Record**

69 votes were cast and submitted via an online proxy form.

* 63 votes in favour of passing the proposals (91%)
* 0 votes against the proposals
* 6 votes to abstain (9%)

Vote passes the 75% approval threshold needed.

**Meeting formally ended at 5:30pm**

**Appendix 1; Summary of Articles of Association**

**Greenwich Students’ Union**

**Summary of Articles of Association**

Introduction

1. The Articles of Association are the governing document of Greenwich Students’ Union.
2. The Union is structured as a company limited by guarantee and is also a registered charity and a students’ union. Consequently, the Union is governed by company law, charity law and education law, including the Companies Act 2006, the Charities Act 2011 and the Education Act 1994. The Articles must reflect these laws.
3. The Union has both members and trustees. The trustees are responsible for the management of the Union. The members are responsible for certain decisions in relation to the Union that are reserved to them by law.

**Meaning of Terms (Article 1)**

1. This section sets out the meanings of certain terms that are used in the Articles and also some rules to follow in interpreting the Articles.

**Name, Objects and Powers (Articles 2 to 4)**

1. The Union’s objects are set out in article 3.1. These are the purposes for which the Union exists. The Union can only carry out activities and apply its funds in furtherance of its objects. The objects must comply with charity law requirements and they can only be amended with the formal consent of the Charity Commission.
2. Article 4 sets out a list of powers that the Union has. It includes a ‘catch all’ power at article 4.1.29 for the Union to do any other lawful thing which furthers its objects. Some of the Union’s powers are restricted under charity law, e.g. selling and leasing property, borrowing and raising money and trading.

**Reviewing and Amending the Articles and Bye Laws (Articles 5 and 6)**

1. The Union must review and amend its Articles in accordance with certain requirements under company, charity and education law. Article 5 explains what the Union must do to comply with these requirements.
2. Provided that the requirements are complied with, the Union’s members can amend the Articles by passing a special resolution. A special resolution is a resolution passed by: (i) at least 75% of members present at a quorate general meeting, or (ii) at least 75% of the total number of members voting on a written resolution. If the requirements are not complied with, the amendments may be invalid.
3. **Special vs. Ordinary Resolution:** There are various decisions for which a special resolution is required. For the purposes of GSU, the only decisions likely to be relevant are amending the articles and changing the charity’s name at a General Meeting. The other situations in which a special resolution is required either relate to shares or matters that are highly unlikely to arise, e.g. re-registering the company as a public company. Other decisions can be made via ordinary resolution.
4. The Bye Laws do not form part of the Articles and so they are not subject to the same requirements. The trustees can amend the Bye Laws. The Student Assembly can propose changes.

Trustees commit that any material changes to the by-laws would likely require some evidence of consultation with Members and/ or Executive Committte.

**Application of Income and Property (Article 7)**

1. Charity law provides that trustees can only be paid in certain limited circumstances, including where this is authorised under charity law or the Articles, or by the Charity Commission or the court. Article 7 sets out the circumstances in which the Union’s trustees may be paid and the procedures to follow when trustees are to be paid.
2. The restrictions on paying trustees also apply to people closely connected to them. This includes close family members, partners and companies which the trustee controls or owns at least 20% of.

**Limited Liability, Guarantee and Winding Up (Articles 8 to 10)**

1. The members of the Union guarantee that if the Union is wound up, e.g. because it is insolvent, they will contribute £1 to the costs involved in this process. This is a legal requirement for a company limited by guarantee.
2. The members’ liability in relation to the Union is limited to this £1 guarantee.
3. Because the Union is a charity, if it is wound up its assets cannot be distributed to its members. Instead, they will be transferred to the University or to some other charity with similar objects to the Union.

**Membership (Articles 11 to 13)**

1. Article 11 explains that the Union’s members are students studying at campuses in London or Kent (unless they have opted out of membership) and sabbatical officer trustees. Article 12 explains how this membership ends.
2. Article 13 provides for associate membership of the Union. Associate members do not have the rights afforded to members under the Articles or company law.
3. Sabbatical Officer Trustees and Student Trustees are members and have the elegibiality to vote at a General Meeting and count within the 50 person quorucy.

**Decision making by Members (Articles 14 to 18)**

1. The Articles set out how members make decisions in relation to the Union. Decisions are made at general meetings or by written resolutions or by Referenda and/or at Student Assembly.
2. General meetings and written resolutions are for company law issues, e.g. amending the Articles and other company law procedures. Written resolutions must be sent to all members and members should sign and return the resolution if they agree with it. *(NOTE: It is unlikely that GSU will need to utilse written resolutions however it provides a option for the members)*
3. Referenda may be called on any issue and enable students to vote on important policy decisions. However, they cannot be binding if they would breach the law or require the Union’s trustees to act in breach of their duties.
4. The Student Assembly provides a forum for students’ voices to be heard. Similarly to Referenda, its decisions cannot be binding if they would breach the law or require the Union’s trustees to act in breach of their duties.

**Procedures for General Meetings (Articles 19 to 23)**

1. These articles set out requirements and procedures in relation to general meetings. General meetings are required for certain company law decisions. When such a meeting is held, certain procedures must be followed.

The quorum for General Meetings is Members with no restriction as to Trustees. This means that the required 50 can include Student Trustees and Sabbatical Officer Trustees.

A Poll (Ballot) - Under the Companies Act, members and or trutees may demand that a poll is taken in relation to any decision put to the members’ vote. The Articles cannot exclude certain rights in relation to poll voting. This is helpful to utilse the weight of the Proxy vote.

**Proxies:** Members can appoint proxies to attend general meetings on their behalf. Proxies can be complex.

If a person is appointed as a proxy by two or more members, then:

* If a vote at the meeting is taken by a show of hands: if all members instruct the proxy to vote for the resolution, the proxy has one vote for; if all members instruct the proxy to vote against the resolution, the proxy has one vote against; if some members instruct the proxy to vote for and some against, the proxy has one vote for and one vote against.
* If a vote at the meeting is taken by a poll: the proxy can vote multiple times in accordance with the wishes of each member.

A person can only count towards the quorum once. This means that if a person is present as a member but is also a proxy for others, they only count as one person for quorum purposes. Similarly, if a non-member is a proxy for multiple people, they can count towards the quorum but only as a single person.

**Written Resolution**

Written resolutions are an alternative mechanism for members’ voting on a particular decision. Rather than the decision being passed at a General meeting, a written resolution is circulated to all members eligible to vote. If the required proportion of members sign and return the resolution within 48 days of it being circulated, it passes.

It is anticipated that for the Union, this procedure would be of little use, given that there are around 20,000 members.(helpful for smaller organisatons)

**Trustee Appointments (Articles 24 to 36)**

1. The Union has a Board of trustees that is responsible for its management under charity, company and education law.
2. These articles set out how trustees are selected and removed and the proportion of the different types of trustee on the Board (i.e. sabbatical officer trustees, student trustees, external trustees and the University trustee).

**Trustee Powers and Proceedings (Articles 37 to 45)**

1. These Articles set out the trustees’ powers of management in relation to the Union and how the trustees will manage their meetings and other proceedings.
2. Article 45 explains how the trustees should manage any situation in which a trustee has a personal interest that creates a conflict in respect of their duties to the Union.

**Other Administrative Bodies (Articles 46 and 47)**

1. These Articles provide for the Executive Committee and Scrutiny Panel and explain their roles and procedures.

**General and Administrative Provisions (Articles 48 to 52)**

1. These articles set out general and administrative provisions relating to issues such as accounts, reports, notices and minutes.
2. The Union must comply with legal requirements regarding the keeping of records and submitting accounts and reports to Companies House and the Charity Commission.
3. Article 51 explains how the trustees may benefit from an indemnity from the Union. This means that trustees may be entitled to use Union funds to pay costs incurred in the course of their duties if they have acted in good faith.

**Appendix 2; proxy voting record***(see page over)*

****

