

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum

and

Articles of Association

of

The University of Sheffield Students' Union

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of *The University of Sheffield Students' Union*

BACKGROUND

- A. ***The University of Sheffield Students' Union*** (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Student Members.
- B. The Union will seek at all times to:
- (i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;
 - (ii) pursue its aims and objectives independent of any political party or religious group; and
 - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.
- D. Under the Education Act 1994, The University of Sheffield has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside The University of Sheffield in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Student Members are met.

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 56. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees/President.

2. Objects

The objects of the Union are the advancement of education of Students at The University of Sheffield for the public benefit by:

- 2.1 representing the Students of the University locally and nationally, organising services and activities to meet their needs, and providing opportunities for their involvement and personal development.
- 2.2 taking positive measures to encourage and build a Student community which respects and celebrates the diversity of its membership, and seeking to create an environment in which individuals and groups of Students are free from discrimination, harassment and intimidation on Students' Union premises or in events and activities organised by the Students' Union. In meeting the needs of all Students, the Students' Union may provide services and activities for the exclusive use of specific groups.

3. Powers

To further its objects, but not to further any other purpose, the Union may:

- 3.1 provide services and facilities for Student Members;
- 3.2 establish, support, promote and operate a network of Student activities for Student Members;
- 3.3 support any RAG or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 3.4 alone or with other organisations:
 - 3.4.1 carry out campaigning activities;
 - 3.4.2 seek to influence public opinion; and
 - 3.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 3.5 provide or procure the provision of advice, counselling, representation, advocacy and guidance or appoint others to do so;

- 3.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 3.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.9 enter into contracts to provide services to or on behalf of other bodies;
- 3.10 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.11 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.12 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 3.13 undertake and execute charitable trusts;
- 3.14 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.15 pay out of the funds of the Union the costs of forming and registering the Union;
- 3.16 accept (or disclaim) gifts of money and any other property;
- 3.17 raise funds by way of subscription, donation or otherwise;
- 3.18 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.19 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Union must comply as appropriate with the Charities Act 2011);
- 3.20 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.21 make grants or loans of money and give guarantees to aid Students;
- 3.22 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;
- 3.23 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;

- 3.24 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 3.24.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 3.24.2 every transaction is reported in a timely manner to the Trustees;
 - 3.24.3 the performance of the investments is reviewed regularly by the Trustees;
 - 3.24.4 the Trustees are entitled to cancel the delegation at any time;
 - 3.24.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 3.24.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
 - 3.24.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 3.25 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.26 lend money and give credit to, take security for such loans or credit and guarantees or give security for the performance of contracts by any person or company;
- 3.27 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 3.28 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 3.29 incorporate and acquire subsidiary companies to carry on any trade;
- 3.30 subject to Article 4 (Limitation on private benefits):
 - 3.30.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.30.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 3.31 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 3.32 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189 shall be treated as references to officers of the Charity); and
- 3.33 do all such other lawful things as may further the Union’s objects.

4. Limitation on private benefits

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

Permitted benefits to Company Law Members, Trustees and Connected persons

- 4.2 No part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles 4.3, 4.4 or 4.5.

- 4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Union;
- 4.3.2 be employed by, or receive any remuneration from, the Union; or
- 4.3.3 receive any other financial benefit from the Union;

unless the payment is permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission.

- 4.4 A Trustee may receive the following benefits from the Union provided that where benefits are conferred under Article 4.4, Article 44 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit:

- 4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;
- 4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;
- 4.4.3 a Full Time Officer Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Full Time Officer Trustees and persons Connected with a Trustee under contracts of employment with the Union;
 - (b) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Union and the Full Time Officer Trustee or person Connected with a Trustee providing the goods or services (which for the avoidance of doubt may be a contract of employment);
 - (c) before entering into the agreement described at Article 4.4.3(b) the Trustees must be satisfied that it would be in the best interests of the Union for the goods or services to be provided by the Full Time Officer Trustee or the person Connected with a Trustee for the amount or maximum amount set out in that agreement;

- (d) subject to Article 4.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (e) if the person being remunerated is a Trustee the procedure described in Article 44 (Conflicts of interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (f) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 44 (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;
 - (g) subject to Article 4.6, this provision and Article 4.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and
 - (h) at all times the provisions of the 1994 Education Act are complied with;
- 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
- 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union;
- 4.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.33; and
- 4.4.7 a Trustee or other officer of the Union may receive payment under an indemnity from the Union in accordance with the indemnity provisions set out at Article 55;

Subsidiary Companies

- 4.5 A Trustee may receive the following benefits from any Subsidiary Company:
- 4.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Union or of any Subsidiary Company;
 - 4.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;
 - 4.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that, subject to Article 4.6, this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);

- 4.5.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 4.5.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5.

- 4.6 Where a vacancy arises on the Board of Trustees with the result that Articles 4.4.3 and 4.5.3 apply/applies to more than half of the Trustees, the Union may continue to pay remuneration to its Full Time Officer Trustees and any person who is Connected with a Trustee who is receiving remuneration in accordance with Articles 4.4.3 or 4.5.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

5. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount that each Company Law Member undertakes to contribute to the assets of the Union in the event of its being wound up while they are a Company Law Member or within one year after they cease to be a Company Law Member, for:

- 5.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Dissolution

- 6.1 At any time before, and in expectation of, the winding up or dissolution of the Union, the Trustees may resolve that any net assets of the Union after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Union be applied or transferred in any of the following ways:

- 6.1.1 directly for the objects of the Union; or
- 6.1.2 to any charity or charities:
 - (a) for purposes similar to the objects of the Union; or
 - (b) for use for particular purposes that fall within the objects of the Union.

- 6.2 In no circumstances shall the net assets of the Union be paid to or distributed among the Company Law Members of the Union under this Article 6.
- 6.3 If no resolution is passed in accordance with Article 6.1, the net assets of the Union shall be applied for such charitable purposes as are directed by the Charity Commission.

7. Reviewing and Amending the Articles

- 7.1 The University of Sheffield shall be required to review the provisions of these Articles at intervals of not more than five years.
- 7.2 Any amendment to the Articles shall require the following:
- 7.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members (the "Proposal");
 - 7.2.2 A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;
 - 7.2.3 The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article 7.2.2 which the Board of Trustees in their absolute discretion have accepted;
 - 7.2.4 A resolution passed at a Student Members' meeting or in a Referendum by a two thirds majority vote approving the Proposal or the revised Proposal (as the case may be);
 - 7.2.5 The approval of the University of Sheffield; and
 - 7.2.6 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article 7.2.4.

PART 2
MEMBERS

8. Members of the Union

8.1 The Members of the Union shall be as follows:

8.1.1 the Student Members; and

8.1.2 the Company Law Members.

8.2 The Union may also have associate members in accordance with Article 13.

BECOMING AND CEASING TO BE A STUDENT MEMBER

9. Student Members

9.1 The Student Members shall be as follows:

9.1.1 each and every Student of the University of Sheffield who has not opted out by notifying The University of Sheffield or the Union of their wish not to be a Student Member shall be deemed to be a Member in accordance with section 22 of the Education Act; and

9.1.2 the Full Time Officers

9.2 The names of the Student Members shall be entered in the register of Student Members.

9.3 Student Members shall be entitled to the benefits set out in the Code of Practice.

10. Termination of Student Membership

Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Union if:

10.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Student Member's Student status with The University of Sheffield is revoked by The University of Sheffield;

10.2 they cease to be a Full Time Officer;

10.3 they opt out of Student Membership by giving written notice to the University of Sheffield or the Union in accordance with the Bye-Laws (and such membership shall terminate on the date specified in the notice, or the date of the notice, whichever is later); or

10.4 a decision is made to remove them from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members.

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

11. Trustees and Elected Officers as Company Law Members

- 11.1 Until and including the Effective Date, the subscribers to the Memorandum of Association of the Union shall be the Company Law Members. Thereafter, the Trustees and Elected Officers from time to time shall be the only Company Law Members.
- 11.2 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.
- 11.3 An Elected Officer shall become a Company Law Member on commencing their term of office. In agreeing to become an Elected Officer they are also agreeing to become a Company Law Member.
- 11.4 The names of the Company Law Members must be entered in the register of Company Law Members.

12. Termination of Company Law Membership

- 12.1 A Company Law Member shall cease to be a Company Law Member automatically when they cease to be a Trustee or Elected Officer.
- 12.2 Company Law Membership is not transferable and shall cease on death.

ASSOCIATE MEMBERS

13. Associate members

The Student Executive may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts and will be unable to take part in any democratic activities or processes.

CODE OF CONDUCT

14. Code of Conduct

- 14.1 The Board of Trustees shall establish and monitor a “code of conduct” and “disciplinary procedure” that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.
- 14.2 The code of conduct or disciplinary procedure for Members may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of some or all of the rights and privileges of Membership, including the holding of office.

REFERENDUMS

15. Referendums

- 15.1 Referenda may be used to:

- 15.1.1 approve the policy of the Students' Union, subject to Article 28.3;
 - 15.1.2 approve changes to the Students' Union's Articles of Association and Bye-Laws;
 - 15.1.3 subject to Articles 24.1 and 26.2.1, determine the removal of Trustees or Elected Officers or other elected officials or the removal of specific duties from a Trustee or Elected Officer or other elected official;
 - 15.1.4 resolve disputes between the Elected Officers and Students' Union Council; and
 - 15.1.5 conduct other business of the Students' Union as agreed from time to time by the Trustees,

in each case subject to the Bye-Laws.
- 15.2 Bye-Laws shall specify the circumstances in which Referenda shall be organised. They shall be conducted by a secret ballot of Student Members in accordance with the Bye-Laws.
- 15.3 Referenda shall have a quorum of 1,000 Student Members.

STUDENT MEMBERS' MEETINGS

16. Student Members' meetings

- 16.1 The Union must hold an annual Student Members' meeting once in each Academic Year which shall be called and held in accordance with the Bye-Laws. The annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.
- 16.2 The notice of the annual Student Members' meeting must state the business to be transacted which shall include:
- 16.2.1 ratification of minutes of the previous annual Student Members' meeting;
 - 16.2.2 receiving the report of the Trustees on the Union's activities since the previous annual Student Members' meeting;
 - 16.2.3 formally receiving the accounts of the Union;
 - 16.2.4 approving the list of affiliations of the Union; and
 - 16.2.5 open questions to the Trustees by the Student Members.
- 16.3 The Union may hold other Student Members' meetings in addition to the annual Student Members' meeting. Such meetings shall be called and held in accordance with the Bye-Laws.
- 16.4 Student Members meetings may be held in any number of locations simultaneously including online (or a hybrid of online and in-person) so long as all members can hear and or see each other when communicating.
- 16.5 For the avoidance of doubt, any Student Members' meeting held under this Article 16 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

COMPANY LAW MEETINGS

17. Company Law Meetings

- 17.1 In addition to the statutory rights of Company Law Members to call a Company Law Meeting, the Trustee Board or Executive Committee (in each case by a majority decision) may call a Company Law Meeting at any time.
- 17.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 17.3 A Company Law Meeting is likely to only be required where the Union wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend the Union's Articles of Association.

WRITTEN RESOLUTIONS

18. Written Resolutions

- 18.1 Subject to this Article 18, a written resolution agreed by:
 - 18.1.1 Company Law Members representing a simple majority; or
 - 18.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;of the eligible Company Law Members shall be effective.
- 18.2 On a written resolution each Company Law Member shall have one vote.
- 18.3 A written resolution is not a special resolution unless it states that it is proposed as a special resolution.

Circulation

- 18.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 18.5 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 18.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date. A written resolution is passed when the required majority of eligible Company Law Members have signified their agreement to it.
- 18.7 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

- 18.8 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- 18.8.1 identifying the resolution to which it relates; and
 - 18.8.2 indicating the Company Law Member's agreement to the resolution.
- 18.9 For the purposes of Article 18.8:
- 18.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 18.9.2 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.
- 18.10 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).

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

19. Appointment of Trustees

Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date, save that where one or more of those individuals cease to be a Trustee for whatever reason before the Effective Date, the remaining Trustees may in their sole discretion appoint somebody to replace them. On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the current academic year shall be the Trustees of the Union and shall be deemed to be the Union's Full Time Officer Trustees, Student Trustees and External Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

- 19.1 Not more than eight Full Time Officer Trustees, elected in accordance with Article 20;
- 19.2 not more than five Student Trustees, appointed in accordance with Article 21; and
- 19.3 not more than five External Trustees, appointed in accordance with Article 22.

20. Full Time Officer Trustees

- 20.1 Full Time Officers shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. The Full Time Officers shall be elected to posts specified in the Bye-Laws.
- 20.2 The Full time Officers from time to time shall be the Full Time Officer Trustees. Except where otherwise indicated, references in these Articles to "Full Time Officer Trustees" are to individual Full Time Officers acting solely in their capacity as Full Time Officer Trustees.
- 20.3 The Full Time Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Full Time Officer may be re-elected for a maximum further term of one year by the Student Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Full Time Officer's terms of office may be either consecutive or non-consecutive.
- 20.4 Each Full Time Officer must be a Student or a Full Time Officer at the time of their election. In accordance with Article 9, each Full Time Officer shall become a Student Member on commencement of their appointment or re-appointment as a Full Time Officer. Such Student Membership shall cease when the Full Time Officer ceases to be a Full Time Officer.
- 20.5 The Full Time Officers shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 20.6 At the same time as commencing the term of office as a Full Time Officer, the Full Time Officer will enter into a contract of employment with the Union for a term to be determined by the Trustee Board.

21. Student Trustees

- 21.1 Subject to Article 21.3 below, up to two Student Trustees shall be elected in an election open to all Student Members, conducted in accordance with the Bye-Laws.
- 21.2 Subject to Article 21.3 below, up to three Student Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Student Trustee is ratified by a majority vote of the Students' Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Students' Union Council.
- 21.3 Each Student Trustee must be a Student at the time of their appointment and for the duration of his or her term as a Student Trustee.
- 21.4 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end or the end of their Student status.
- 21.5 A Student Trustee may serve a maximum of two terms which may be consecutive but need not be. For the avoidance of doubt, time served as a Full Time Officer Trustee or an External Trustee shall not count when calculating the maximum term of office of a Student Trustee.

22. External Trustees

- 22.1 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a majority vote of the Students' Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Students' Union Council.
- 22.2 External Trustees shall not be current Student Members of the Union.
- 22.3 External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 22.4 External Trustees may serve a maximum of two terms which may be consecutive but need not be. For the avoidance of doubt, time served as a Full Time Officer Trustee or a Student Trustee shall not count when calculating the maximum term of office of an External Trustee.

23. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 23.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 23.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 23.3 in the case of a Full Time Officer Trustees, they cease to be an Elected Officer or an employee of the Union howsoever their office or employment ceases;
- 23.4 in the case of a Student Trustee, they cease to be a Student;

- 23.5 in the case of a Full Time Officer Trustee or a Student Trustee, they cease to be a Student Member for any reason (including without limitation where they are removed from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members);
- 23.6 they resign by notice in writing to the Union (but, following the effective date, only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 23.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
- 23.8 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
- 23.9 they cease to be a Company Law Member; or
they are removed from office under Articles 24 or 25.

24. Removal of Trustees by the Student Members or the Students' Union Council

The office of a Trustee shall be vacated if:

- 24.1 a motion of no confidence in the Trustee is passed by a simple majority of the Student Members voting in a Referendum, provided that at least 1,000 Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1000 Student Members; or
- 24.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Students' Union Council where a majority of Elected Officers have also voted for the removal

25. Removal of Trustees by the Board

- 25.1 The office of a Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 40.
- 25.2 A resolution to remove a Trustee in accordance with Article 25.1 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 of being heard by or making written representations to the Trustees.

26. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 26.1 resign or die;
- 26.2 are removed from office as an Elected Officer by
 - 26.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Student Members voting in a Referendum, provided that at least 1,000 Student

Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1,000 Student Members; or

- 26.2.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Students' Union Council where a majority of Elected Officers have also voted for the removal;

provided that, in the case of a Full Time Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Full Time Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

27. Replacement of Trustees

- 27.1 If a Full Time Officer Trustee resigns, is disqualified or is removed from office at any time the vacancy that results on the Board of Trustees shall be filled by a process agreed by the Trustee Board.
- 27.2 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be elected to the vacancy in accordance with Article 21.3 or by the Students' Union Council from such persons as have been nominated by the Appointments Committee provided that the election of each Student Trustee is approved by a 75% majority of the Students' Union Council.
- 27.3 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article 22.

TRUSTEES' POWERS AND RESPONSIBILITIES

28. Trustees' general authority

- 28.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.
- 28.2 The Board's powers under Article 28.1 shall include but not be limited to responsibility for:
- 28.2.1 the governance of the Union;
- 28.2.2 the finances of the Union; and
- 28.2.3 the strategy of the Union.
- 28.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Students' Union Council which the Trustees consider (in their absolute discretion):
- 28.3.1 has or may have any financial implications for the Union;
- 28.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements

28.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

28.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 28.2.

28.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

28.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

28.5.1 was not properly appointed;

28.5.2 was disqualified from holding office;

28.5.3 had vacated office; or

28.5.4 was not entitled to vote.

29. Trustees may delegate

29.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

29.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Union to any person or committee.

29.3 Any delegation by the Trustees may be:

29.3.1 by such means;

29.3.2 to such an extent;

29.3.3 in relation to such matters or territories; and

29.3.4 on such terms and conditions

as they think fit.

29.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

29.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

29.6 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.

30. Committees

30.1 In the case of delegation to committees:

- 30.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 30.1.2 subject to Article 30.3, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 30.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
 - 30.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 30.2 The Trustees may establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 29 and 30.1:
- 30.2.1 Executive Committee (as further described in Article 32);
 - 30.2.2 Appointments Committee;
- 30.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 29 and 30.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out by the Board and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
- 30.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

31. Delegation of day-to-day management powers to the Chief Executive

In the case of delegation of the day-to-day management of the Union to the Chief Executive:

- 31.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget, and any other such matters as agreed by the Trustees from time to time;
- 31.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
- 31.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts which are sufficient to explain the financial position of the Union; and

- 31.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

32. The Executive Committee

- 32.1 The Executive Committee shall include:

32.1.1 the Full Time Officers; and

32.1.2 the Part-Time Officers

- 32.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 28 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

- 32.3 The Chief Executive and members of the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.

- 32.4 The Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

33. Trustees to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 43 (Majority decisions without a meeting).

34. Trustees' meetings

- 34.1 The Trustees must hold a minimum of three meetings in each Academic Year.

- 34.2 Guests can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

35. Calling a Trustees' meeting

The Chair, or two other Trustees may, and the Chief Executive at the request of two Trustees must, call a Trustees' meeting.

36. Length of Notice

A Trustees' meeting must be called by at least seven clear days' notice unless either:

- 36.1 all the Trustees agree; or

- 36.2 urgent circumstances require shorter notice.

37. Contents of Notice

Every notice calling a Trustees' meeting must specify:

- 37.1 the place, day and time of the meeting;

- 37.2 the general particulars of all business to be considered at such meeting; and

- 37.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

38. Service of Notice

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

39. Participation in Trustees' meetings

- 39.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

39.1.1 the meeting has been called and takes place in accordance with the Articles; and

39.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

- 39.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

- 39.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

40. Quorum for Trustees' meetings

- 40.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 40.2 The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than four. Unless otherwise fixed, the quorum shall be half of all Trustees who are in office at the start of the meeting (rounded up to the nearest whole number) and must include at least one Full Time Officer Trustee, one Student Trustee and one External Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

- 40.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the appointment of additional Trustees in line with these Articles.

41. Chair and Deputy Chair

- 41.1 The President shall be the Chair of the Trustees.

The Trustees must appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.

- 41.2 The Chair, or in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

42. Casting vote

- 42.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.
- 42.2 Article 42.1 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes (for example if they have a conflict of interest).

43. Majority decisions without a meeting

- 43.1 The Trustees may, in the circumstances outlined in this Article, make a two thirds majority decision without holding a Trustees' meeting. This is a higher majority than a decision within a meeting.

- 43.2 If:

43.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;

43.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

43.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

43.2.4 a two thirds majority of the Trustees vote in favour of a particular decision on that matter

a decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.

- 43.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

43.3.1 may be in different places, and may participate at different times; and

43.3.2 may communicate with each other by any means.

- 43.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 40.

- 43.5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:

43.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

- 43.5.2 the nomination of a person to whom all Trustees' votes must be communicated;
- 43.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval **OR** the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and
- 43.5.4 the nominated person must prepare a minute of the decision in accordance with Article 50 (Minutes).
- 43.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote the chair may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

44. Conflicts of interest

Declaration of interests

- 44.1 Unless Article 44.2 applies, a Trustee must declare the nature and extent of:
 - 44.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and
 - 44.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to the Union.
- 44.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 44.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 44.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they may participate in the decision-making process and may be counted in the quorum and vote unless:
 - 44.4.1 the decision could result in the Trustee or any person who is Connected with the Trustee receiving a benefit other than:
 - (a) any benefit received is in their capacity as a beneficiary of the Union (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Union;

- (b) the payment is of premiums in respect of indemnity insurance effected in accordance with Article 3.33;
- (c) payment is under the indemnity set out at Article 55;
- (d) reimbursement is of expenses in accordance with Article 4.4.2; or

44.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case the Trustee must comply with Article 44.5.

44.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 44.5, they must:

44.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

44.5.2 not be counted in the quorum for that part of the process; and

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

Continuing duties to the Union

44.6 Where a Trustee or a person who is Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

44.6.1 the Trustee shall not be in breach of their duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

44.6.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which they or any person who is Connected with them derives from any matter or from any office, employment or position.

45. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

PART 4

STUDENTS' UNION COUNCIL

46. Students' Union Council

46.1 The Students' Union Council shall have the authority to:

46.1.1 represent the voice of the Students;

46.1.2 subject to Article 28.3, set the Policy of the Union and refer Policy to a Referendum of the Student Members or to the Student Members at a Student Members' meeting (in accordance with the Bye-Laws);

46.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 47;

46.1.4 receive a quarterly report from the Trustees; and

46.1.5 create sub-committees and task and finish groups to carry out their work.

46.2 The composition, powers and proceedings of the Students' Union Council shall be set out in the Bye-Laws.

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

47. Bye-Laws

The Students' Union Council with approval by the Trustees shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles. In an emergency the Trustee Board shall be able make, repeal or amend Bye-Laws alone so long as they are reported for approval at the next Students' Union Council meeting. In the event of any inconsistency between the Bye-Laws and these Articles, the provisions of these Articles shall prevail.

48. Communications by and to the Union

Methods of communication

48.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Union, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

48.1.3 by making it available on a website.

48.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

48.3 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied by making it available on a website, the Union must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.

48.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

48.5 A Company Law Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 48.6 Where any document or information is sent or supplied by the Union to the Company Law Members:
- 48.6.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - 48.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 48.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 48.8 Where any document or information has been sent or supplied by the Union by Electronic Means and the Union receives notice that the message is undeliverable:
- 48.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in the Union's register of Company Law Members or Trustees, but may in its discretion choose to do so;
 - 48.8.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and
 - 48.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 48.9 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.
- 48.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

Communications to the Union

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

Communications with Student Members

- 48.12 Notwithstanding anything in this Article 48, the Union may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as the Union thinks fit. In particular (but without limitation) if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via website.
- 48.13 Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

49. Secretary

- 49.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 49.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and
- 49.1.2 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

50. Minutes

- 50.1 The Trustees shall cause minutes to be made:
- 50.1.1 of all appointments of officers (such as company secretary) made by the Trustees;
- 50.1.2 of all resolutions of the Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
- 50.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.
- 50.2 The minutes referred to in Article 50.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.
- 50.3 The minutes of the meetings referred to in Article 50.1 above shall normally be considered open and shall be available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices (such copies may be in Electronic Form).

51. Records and accounts

- 51.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

51.1.1 annual reports;

51.1.2 annual returns; and

51.1.3 annual statements of account.

- 51.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 51.1.

52. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

53. Exclusion of model articles

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

TRUSTEES' INDEMNITY

54. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Union shall be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Union may be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

DEFINITIONS AND INTERPRETATION

55. Defined terms

55.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

| Term | Meaning |
|--|--|
| 55.1.1 “Academic Year” | the period between 1 st August in one year to 31 st July in the next year determined by the Union as the period during which Students are required to be registered with The University of Sheffield. Each Academic Year is for the time being divided into two semesters; |
| 55.1.2 “address” | includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means; |
| 55.1.3 “Appointments Committee” | the committee set up in accordance with the Bye-Laws that shall consist of two non- Elected Officer members of Students’ Union Council (appointed by the Council) and two Full Time Officer Trustees, one Student Trustee and one External Trustee (appointed by the Trustees).; |
| 55.1.4 “Articles” | these articles of association of the Union; |
| 55.1.5 “Board of Trustees” or “Board” | the board of Trustees of the Union; |
| 55.1.6 “Bye-Laws” | the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 47; |
| 55.1.7 “Chair” | the chair of the Board of Trustees, who shall be the President in accordance with Article 41.1; |
| 55.1.8 “Chair of the Meeting” | in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 41; |
| 55.1.9 “Chief Executive” | the chief executive of the Union who is appointed by the Board of Trustees (by whatever name that person is known); |
| 55.1.10 “Circulation Date” | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 55.1.11 “clear days” | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| 55.1.12 “Code of Practice” | the code of practice relating to The University of Sheffield’s obligations under Section 22 of the Education Act; |

| | | |
|---------|---|---|
| 55.1.13 | “Companies Acts” | the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union; |
| 55.1.14 | “Company Law Meeting” | a general meeting of the Company Law Members for the purposes of the Companies Acts; |
| 55.1.15 | “Company Law Members” | members of the Union for the purposes of the Companies Acts, as defined in Article 11; |
| 55.1.16 | “Connected” | in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital; |
| 55.1.17 | “Deputy Chair” | the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 41.2; |
| 55.1.18 | “document” | includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| 55.1.19 | “Education Act” | the Education Act 1994; |
| 55.1.20 | “Effective Date” | the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union; |
| 55.1.21 | “Elected Officers” | the Full Time Officers and the Part-Time Officers; |
| 55.1.22 | “Electronic Form” and “Electronic Means” | have the meanings respectively given to them in Section 1168 of the Companies Act 2006; |
| 55.1.23 | “External Trustee” | a Trustee appointed in accordance with Article 22.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a Full Time Officer union office holder for the purposes of Section 22 of the Education Act; |
| 55.1.24 | “the Student Executive Committee” | the committee including the Full Time Officers and the Part-Time Officers as further described in Article 32; |
| 55.1.25 | “Financial Expert” | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 55.1.26 | “Hard Copy” and “Hard Copy Form” | have the meanings respectively given to them in the Companies Act 2006; |
| 55.1.27 | “Members” | the Student Members and the Company Law Members; |

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| 55.1.28 | “Part-Time Officers” | the Student Members elected in accordance with the Bye-Laws to be officers of the Union while continuing their studies at The University of Sheffield; |
| 55.1.29 | “Policy” | representative and campaigning policy set by a Referendum or by the Students’ Union Council in accordance with Article 15 and Article 46 respectively or by the Student Members at a Student Members’ meeting; |
| 55.1.30 | “President” | the president of the Union, as elected by the Student Members in accordance with the Bye-Laws; |
| 55.1.31 | “Public Holiday” | Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered; |
| 55.1.32 | “RAG” | the raising and giving committee which develops Students by providing them with an opportunity to raise funds for charitable causes; |
| 55.1.33 | “Referendum” | a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws; |
| 55.1.34 | “Full Time Officers” | the individuals elected in accordance with Article 20 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act); |
| 55.1.35 | “Full Time Officer Trustee” | a Trustee elected in accordance with Article 20 or Article 27.2; |
| 55.1.36 | “Secure Petition” | a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line; |
| 55.1.37 | “Student” | any individual who is formally registered for an approved programme of study provided by The University of Sheffield. For the avoidance of doubt, The University of Sheffield shall determine whether or not an individual has Student status; |
| 55.1.38 | “Students’ Union Council” | the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union; |
| 55.1.39 | “Student Members” | Student members of the Union being Students at The University of Sheffield as further defined in Article 9.1.1 and the Full Time Officers; |
| 55.1.40 | “Student Trustee” | a Trustee elected/appointed in accordance with Article 21.1 or Article 27.3 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act; |
| 55.1.41 | “Subsidiary Company” | any company in which the Union holds more than 50% of the shares, controls more than 50% of the |

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| | | voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 55.1.42 | “Trustees” | the directors of the Union as defined in Article 19; |
| 55.1.43 | “Unincorporated Charity” | the unincorporated charity known as The University of Sheffield Students' Union. |
| 55.1.44 | “Union” | The University of Sheffield Students' Union; |
| 55.1.45 | “writing” | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise; and |
- 55.2 Words importing the singular shall include the plural and vice versa.
- 55.3 Subject to Article 56.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 55.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.