



**ULSTUDENTS'UNION**  
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**THE COMPANIES ACTS 1985 to 1989**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UNIVERSITY OF LINCOLN STUDENTS UNION**

## **Interpretation**

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<b>Term</b>	<b>Meaning</b>
<b>“Academic Year”</b>	the academic year of the University
<b>“Act”</b>	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;
<b>“Articles”</b>	these Articles of Association of the Charity
<b>“Associate Member”</b>	Means associate members appointed pursuant to Article 5.2
<b>“Board of Trustees”</b>	the board of the Trustees;
<b>“Bye-Laws”</b>	the bye-laws of the Charity made by the Trustees from time to time in accordance with Articles;
<b>“clear days”</b>	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;
<b>“Chair”</b>	the chairperson of a meeting who shall unless otherwise be provided for in the Articles of Association be the President of the Charity;
<b>“Charity”</b>	The University of Lincoln Students Union;
<b>“Council Trustee”</b>	a Trustee appointed by the Council in accordance with Article 47 ;
<b>“Education Act”</b>	the Education Act 1994;
<b>“Executive Committee”</b>	The Executive Committee of the Student Union, which shall be constituted and governed in accordance with the Bye-Laws and Article 76;
<b>“Elected Trustees”</b>	together the Sabbatical Trustees, the Student Trustees and the Council Trustees;
<b>“electronic communications”</b>	has the meaning ascribed to it in the Electronic Communications Act 2000;
<b>“electronic signature”</b>	has the meaning ascribed to it in the Electronic Communications Act 2000;
<b>“Members”</b>	full members of the Charity being Students at the University of Lincoln
<b>“in writing”</b>	means written, printed or transmitted writing including by electronic communication;
<b>“Memorandum”</b>	the Memorandum of Association of the Charity;
<b>“Non-Student Trustee”</b>	a Trustee appointed in accordance with Article 49.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act 1994;

<b>“Office”</b>	the registered office of the Charity;
<b>“President”</b>	the Sabbatical Officer elected by the Members to be the president of the Charity;
<b>“Referendum”</b>	A referendum to be held by the Members in accordance with the Bye Laws and the provisions of Article 58;
<b>“Returning Officer”</b>	the person appointed by the Charity and agreed by the University to be responsible for the good conduct and administration of all elections of Elected Trustees and other officers
<b>“Sabbatical Officers”</b>	Those sabbatical officers elected by secret ballot by the Members each Year at an election to be held in accordance with the Bye-Laws
<b>“Sabbatical Trustee”</b>	a Trustee upon whom there has conferred student status who may have a portfolio appointed in accordance with Articles 42-44;
<b>“Secretary”</b>	the Secretary of the Charity;
<b>“Semester”</b>	a semester of an Academic Year
<b>“Student”</b>	any individual who is formally enrolled for an approved programme of study provided by University of Lincoln and who has paid or has had paid on his or her behalf the appropriate tuition fees for such programme of study
<b>“Student Council”</b>	the Student body formed by appointed Students constituted in accordance with Article 75 and the Bye-Laws
<b>“Student Trustee”</b>	a Trustee appointed in accordance with Articles 45 and 46 who is a Student and 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 1994;
<b>“Trustee and Trustees”</b>	the Sabbatical Trustees, the Student Trustees, the Council Trustees and the Non-Student Trustees each of whom is a director as defined in the Act;
<b>“University”</b>	The University of Lincoln or any successor body;
<b>“Year”</b>	a calendar year

2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Charity.

3. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

4. Any reference to a statute, statutory provision or subordinate legislation (“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.

### **Membership**

5 .1 Prior to 30 June 2007 the only Members shall be the following:-

Leanne Goodwin, James Roberts ]

5.2 Thereafter, there shall be the following members of the Charity:

5.2.1 Members - who shall be each and every Student who has not opted out by notifying the University of Lincoln of his or her wish not to be a member of the Charity.

5.2.2 Subject to the Bye-Laws, the Trustees may admit to and remove from Associate Membership of the Charity such persons as they consider to be a fit and proper person. An application for Associate Membership shall be made in the form to be determined by the Trustees from time to time and Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Provided always that such Associate Members shall not be Members for the purposes of the Articles or the Act and shall not be entitled to vote on any matter.

5.2.3 The Trustees may appoint other types of members of the Charity from time to time, by making provision in the Bye-Laws.

6. Details of Members shall be entered in the Register of Members.

7. Membership shall not be transferable and shall cease on death.

8. A Member shall cease to be a Member:-

8.1 if he or she opts out in accordance with Article 9.1; or

8.2 automatically on ceasing to be a Student.

9.1 A Student shall have the right not to be a Member. However, Students who exercise that right should not be unfairly disadvantaged with regard to the provision of services or otherwise by reason of their having opted out of the Charity.

9.2 Students who opt out pursuant to this Article 9 may not hold any representative office within the Charity, including sabbatical, executive, club, society or recreational position, or take part in any aspect of the democratic process including voting rights. Students who opt out of the Charity pursuant to this Article 9 may not attend or take any part in any Student Council meetings (or any of the standing committees of the Student Council, meetings of the Executive Committee or Referenda.

## **General Meetings**

### **Annual General Meeting**

10.1 The Charity shall hold an annual general meeting once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next and such meetings shall be held during term time in the Academic Year, at such time and place as the Trustees shall think suitable.

10.2 At the Annual General Meeting the Members shall receive from the President the Charity's annual budget and audited accounts for the previous financial Year on behalf of the previous President.

10.3 The procedure relating to General Meetings shall be governed by these Articles and the Bye-Laws.

10.4 Policy made by any General Meeting and the Student Council shall lapse at the Annual General Meeting three Academic Years after the Academic Year in which the policy was passed. A policy may lapse after a shorter period, if stated in that original policy or when overturned by a subsequent quorate General Meeting or Student Council.

### **Other General Meetings (Emergency General Meeting)**

11.1 The Trustees or the Executive Committee may call a general meeting at any time. The President shall call a general meeting on receiving a requisition to that effect signed by at least 50 of the Members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

11.2 The procedure for annual general meetings shall be governed by Articles 16 – 30 and the Bye-Laws.

### **Length of Notice**

12. Unless Article 13 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.

13. A general meeting may be called by shorter notice if it is so agreed:-

13.1 in the case of an annual general meeting, by all the Members entitled to attend and vote at that meeting;

13.2 in the case of any other general meeting, by a majority of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the Members.

### **Contents of Notice**

14. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

### **Service of Notice**

15. Notice of general meetings shall be given to every Member, the Trustees and to the auditors of the Charity. See also Articles 81 to 84

### **Proceedings at General Meetings**

16. No business shall be transacted at any meeting unless a quorum is present. A Quorum shall be 50 of the Members entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member shall be a quorum.

17. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.

18. The President shall chair any general meeting or in his or her absence some other Trustee nominated by the Trustees shall preside as Chair, but if neither the Chair nor such other Trustees (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chair and, if there is only one Trustee present and willing to act, he or she shall be Chair.

19. If no Trustee is willing to act as Chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the Chair.

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

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

22. A resolution put to the vote of a meeting shall be decided on a show of hands unless or on the declaration of the result of the show of hands a poll is duly demanded, subject to the provisions of the Act a poll may be demanded:-

22.1 by the Chair; or

22.2 by at least ten Members having the right to vote at the meeting; or

22.3 by a Member or Members representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting;

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

23. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

25. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

27. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

29. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting

30. A resolution in writing executed by each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he or she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Members. The date of a written resolution shall be the date on which the last Member signs. Copies of all proposed written resolutions of the Members shall be sent to the Charity's auditor before being passed.

### **Votes of Members**

31. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote. For the avoidance of doubt, Members shall be the only Members entitled to vote.

32. No Member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the Members present in person or by proxy at the meeting, such permission to be given or withheld without discussion.

33. No Member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.

34. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time for holding the meeting or adjourned meeting.

35. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.

36. A proxy shall be in writing, executed by the appointing Member and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“University of Lincoln Students' Union,

I/We, ,

of ,

being a Member/Members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [ ], and at any adjournment thereof.

Signed on [ ]”

37. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“University of Lincoln Students' Union

I/We, , of , being a member/members of the above named Students' Union, hereby appoint the Chair of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Students' Union to be held on [ ], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 [ ]\*for [ ]\*against

Resolution No 2 [ ]\*for [ ]\*against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [ ]”

38. For the avoidance of doubt, only the Chair shall be entitled to be appointed as proxy for any Member at a general meeting of the Charity.

39. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-

39.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Students' Union in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

39.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

39.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

40. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **Trustees**

### **Appointment of Trustees**

41. The first Trustees from incorporation until 30 June 2007 shall be the following:

Leanne Goodwin, James Roberts

41.2 For the year 1 July 2007 until 30 June 2008 the minimum number of Trustees shall be five and the maximum number of Trustees shall be twelve consisting of not more than:-

- (a) three Sabbatical Trustees and two Student Trustees appointed as “Student Directors” under the constitution of the University of Lincoln Students’ Union Co-operative Limited for such period;
- (b) two Council Trustees appointed in accordance with Article 47; and
- (c) four Non-Student Trustees appointed in accordance with Article 49.

41. 3 From 1 July 2008 the minimum number of Trustees shall be five and the maximum number of Trustees shall be twelve consisting of not more than:-

- (a) not more than three Sabbatical Trustees appointed in accordance with Article 42;
- (b) not more than two Student Trustees appointed in accordance with Article 45;
- (c) not more than two Council Trustees appointed in accordance with Article 47; and

- (d) Not more than five Non-Student Trustees appointed in accordance with Article 49.

### **Sabbatical Trustees**

42 The Executive Committee shall elect three Sabbatical Trustees from the full time Sabbatical Officers at its first meeting after 1 July of each year, one of whom shall be the President. The Sabbatical Trustees shall remain in office from their election as Sabbatical Trustees until 30 June in the next Year.

43. Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Executive Committee if they are re-elected as a full time Sabbatical Officers at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, the maximum total term that a Sabbatical Trustee may serve as a Trustee is twenty four months.

44. The Elected Trustees shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.

### **Student Trustees**

45. The Executive Committee shall elect two Student Trustees from the part time Sabbatical Officers at its first meeting after 1 July of each year. The Student Trustees shall remain in office from their election as Student Trustees until 30 June in the next Year

46. Student Trustees may be re-elected for a maximum further term of twelve months by the Executive Committee if they are re-elected as a part time Sabbatical Officers at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, the maximum total term that a Student Trustee may serve as a Trustee is twenty four months

## **Council Trustees**

47. The Student Council shall elect two Council Trustees from the part time Sabbatical Officers at its first meeting after 1 July of each year. The Council Trustees shall remain in office from their election as Council Trustees until 30 June in the next Year

48. Council Trustees may be re-elected for a maximum further term of twelve months by the Student Council if they are re-elected as members of the Student Council at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, the maximum total term that a Council Trustee may serve as a Trustee is twenty four months

## **Non-Student Trustees**

49.1 Subject to Article 49.2 the Trustees are required to appoint by a simple majority vote such persons as they consider suitable to be Non-Student Trustees. The ratio of Elected Trustees to Non-Student Trustees shall with the exception of any period which may not exceed four months be less than a ratio of 51:49 in favour of the Student Trustees . The initial appointment of Non-Student Trustees shall be subject to one-off ratification at the next meeting of the Student Council following their appointment.

49.2 The Non-Student trustees shall include the following :

One Nominee appointed by the Vice-Chancellor of University of Lincoln

One Nominee appointed by the Board of Governors of University of Lincoln

50. Subject to one-off ratification by the Student Council referred to in Article 49.1 Non-Student Trustees shall remain in office for a term of two years calculated from the date of appointment.

51. At the end of their first term of two years, Non-Student Trustees shall be eligible for re-appointment by a simple majority vote of the Trustees for a further term of two Years. For the avoidance of doubt, the re-appointment of a Non-Student Trustee for a further two year term shall be notified to Student Council for its consideration and the maximum term of office of any Non-Student Trustee shall be four Years.

## **Replacement of Trustees**

52. If an Elected Trustee retires, is disqualified or removed from office at any time in order to ensure that the ratio of Elected Trustees to Non-Student Trustees is less than the ratio of 51:49, with the exception of any period which may not exceed four months, the Trustees may, in consultation with the Returning Officer, arrange for an election or the co-option of any Sabbatical Officer they consider appropriate to fill that vacancy. An Elected Trustee appointed to fill a vacancy shall remain in office until the next elections of Elected Trustees are held and the newly appointed Elected Trustees take their office. If that person is not elected as an Elected Trustee he or she will automatically cease to be Trustee when the newly Elected Trustees take their office.

53. If a Non-Student Trustee retires, is disqualified or removed from office at any time, the Trustees may appoint a Sabbatical Officer they consider appropriate to fill that vacancy, unless the vacancy is for a Nominee appointed under 49.2 in which event the vice Chancellor or Board of Governors, as appropriate, shall nominate a replacement. The appointment of a Non-Student Trustee to fill a vacancy shall be subject to ratification at the next meeting of that Student Council following appointment and Articles 49 to 51 shall apply.

## **Powers of Trustee**

54. Subject to the provisions of the Act, the Education Act, the Memorandum and the Articles, any Referendum held, and any Bye-Laws in force from time to time, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

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

56. No person may be appointed as a Trustee:

56.1 unless he or she has attained the age of 18 years; or

56.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 63

## **Bye-Laws and Referendum**

57. The Trustees shall have power from time to time to make, repeal or alter Bye-Laws as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided always that such Bye-Laws shall:

57.1.1 not be inconsistent with the Memorandum or the Articles of Association;

57.1.2 be subject to the approval of University;

57.1.3 be subject to the approval of an ordinary resolution of the Members

58. The Members of the Student Union may hold a Referendum on any issue and the result of the Referendum shall be binding on the Trustees who, on the condition that such measures are lawful, take such measures to effect the result within a reasonable time of such Referendum being held.

## **Delegation of Trustees' powers**

59. Subject always to Article 60 and the Bye-Laws, the Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee (including for the avoidance of doubt, the Executive Committee and the Students Council) in accordance with the following conditions:

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

59.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and

59.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and

59.4 all delegations under this Article shall be revocable at any time; and

59.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

60. The Trustees shall delegate such powers and obligations to the Executive Committee and the Student Council in accordance with the provisions of the Bye-Laws.

61. For the avoidance of doubt, the Trustees may (in accordance with Article 59) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.

62. The meetings and proceedings of any committee shall be governed by the provisions of 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.

### **Disqualification and removal of Trustees**

63. The office of a Trustee shall be vacated if:-

63.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or

63.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

63.3 he or she is, or may be, suffering from mental disorder and either:-

63.3.1 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

63.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or

63.4 he or she resigns his or her office or is deemed to have resigned in accordance with by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

63.5 he or she is the subject of a non-binding motion of no confidence passed by the Student Council in accordance with the Bye-Laws and this is ratified by the Trustees; or

63.6 he or she is absent from two consecutive (or three in total) meetings of the Trustees without good cause; or

63.7 he or she is a Non-Student Trustee and is removed by a resolution to that effect passed by at least a two-thirds majority of the Trustees, after the meeting

has invited the views of the Trustee concerned and considered the matter in the light of any such views; or

63.8 he or she is an Elected Trustee and is removed by a two-thirds majority of the Elected Trustees, after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

### **Expenses of Trustees**

64. 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 or separate meetings of the Charity or otherwise in connection with the discharge of their duties

### **Proceedings of Trustees**

65. Subject to the provisions of the Articles and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

66. Four Trustees may, and the Secretary at the request of four Trustees shall, call a meeting of the Trustees. The Secretary shall also call meeting on a quarterly basis. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

67. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

68. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number or ratio, shall be four comprising a ratio of Elected Trustees to Non-Student Trustees greater than or 51:49 (in favour of the Elected Trustees).

69. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.

70. The Chair shall the President of the Student Union. Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chair of the meeting.

71. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

72. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

73. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

### **Conflicts of interest**

74. Whenever a person has a personal interest in a matter to be discussed at a meeting, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must:

74.1 declare an interest before discussion begins on the matter;

74.2 withdraw from that part of the meeting unless expressly invited to remain;

74.3 in the case of personal interests not be counted in the quorum for that part of the meeting;

74.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

In particular these provisions shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be remunerated by the Charity as an employee of the Charity.

### **General**

#### **The Student Council**

75.1 The Student Council shall be the Policy-making body of the Charity, except where policy is made by Referendum or a General Meeting.

- 75.2 The membership of the Student Council shall be drawn from:-
- 75.2.1 the Executive Committee
  - 75.2.2 elected course representatives
  - 75.2.3 the presidents and vice presidents of each club or society of the Charity
  - 75.2.4 chairs of the Standing Committees of the Council, as defined in the Bye-Laws
  - 75.2.5 campus representatives
- 75.3 All members of the Student Council shall be elected in accordance with the Bye-Laws.
- 75.4 The functions and powers of the Student Council shall be delegated by the Trustees in accordance with Article 60 and determined by the Bye-Laws.
- 75.5 Meetings of the Student Council will be governed by and undertaken in accordance with the Bye-Laws.
- 75.6 Additional meetings of the Student Council may be called by:
- (a) a resolution of the Student Council itself; or
  - (b) a resolution of the Executive Committee.
- 75.7 The quorum for a meeting of the Student Council shall be 15 members of the Student Council.
- 75.8 The Student Council shall meet at least twice per Semester.
- 75.9 The transitional arrangements for the Student Council during the period 1<sup>st</sup> July 2007 until 30<sup>th</sup> June 2008 are set out in the Bye-Laws.

### **The Executive Committee**

- 76.1 The Executive Committee shall be responsible for the Union's day-to-day direction and the functions and powers of the Executive Committee shall be determined by the Bye-Laws and delegated by the Trustees in accordance with Article 60
- 76.2 The Sabbatical Officers shall be paid an allowance determined by the Trustees in line with general University grade scales and will be required to sign a contract and code of conduct. For the avoidance of doubt this paid allowance shall also apply to those Sabbatical Officers holding the position of Sabbatical Trustees.

- 76.3 The Executive Committee shall consist of the following Sabbatical Officers who shall be elected in accordance with Bye-Laws:-
- 76.3.1 six full time Sabbatical Officers, of whom three shall be Trustees, one of these being the President.
- 76.3.2 seven part time Sabbatical Officers, of whom two shall be Trustees
- 76.4 Meetings of the Executive Committee will be chaired by the President.
- 76.5 No member of the Executive Committee shall be eligible for more than two terms as a Sabbatical Officer.
- 76.6 The part-time Sabbatical Officers shall be unpaid and will be required to sign an agreement of office.
- 76.7 Meetings of the Executive Committee shall be held in accordance with the Bye-Laws.

### **Secretary**

77. Subject to the provisions of the Act, the Secretary shall 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.

### **Minutes**

78. The Trustees shall keep minutes:-

78.1 of all appointments of officers made by the Trustees; and

78.2 of all proceedings at meetings of the Charity and of the Trustees, and of committees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

### **Accounts and Reports**

79. The Charity may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the Members but subject thereto the statutory books and accounting records shall be open to inspection by the Members during usual business hours.

80. The Trustees shall comply with the requirements of the Act, the Education Act and the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:

80.1 annual reports;

80.2 annual returns;

80.3 annual statements of account.

### **Notices**

81. 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.

82. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her registered address or by leaving it at that address, or by facsimile or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.

83. A Member present, either in person or by proxy, at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

84. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication or facsimile sent in accordance with guidance by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent

### **Indemnity**

85. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

### **Trustees' Indemnity Insurance**

86. The Trustees shall have power to resolve pursuant to clause 4.17 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

### **Winding-up**

87. The provisions of clauses 8 and 9 of the Memorandum of Association relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in this Article.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

1. Signature: .....  
Name: .....  
Address: .....  
Date: .....  
WITNESS to the above signature:  
Signature: .....  
Name: .....  
Address: .....  
Occupation: .....
2. Signature: .....  
Name: .....  
Address: .....  
Date: .....  
WITNESS to the above signature:  
Signature: .....  
Name: .....  
Address: .....  
Occupation: .....









