

Annual General Meeting – March 2013

Title	Amendments to the Memorandum & Articles of Association (a.k.a. core constitution)
Submitter	Trustee Board
Decision Required	For consideration and approval – this will require a supermajority of 75% to be passed, followed by ratification by the College Governors.

Summary

The current constitution was created following the approved by an EGM on 21 February 2008 (and subsequent ratification by College Governors on 18 March 2008) of a new governance structure, legal personality and machinery of administration for the Students' Union. The Union was then incorporated as a company limited by guarantee (and exempt charity) on 31 July 2008. Following the passing of the Charities Act 2006, the Union became an excepted charity which then was official registered with the Charities Commission on 28 June 2011. The current constitution came effective on 1 August 2009 following some minor amendments at the AGM 2009.

Bye-Laws

At incorporation, the Union adopted a set of Bye-Laws, which over time have become inconsistent with current practice and also inconsistent with each other. The Council commissioned a review in 2012, which reported in late 2013. The recommendation was to appropriately “entrench” requirements and rules in the core constitution and enable the Bye-Laws themselves to be managed generally by the Council and the Trustees. Presently, some Bye-Laws are “reserved” only to amendment at a General Meeting (such as the AGM), and this has resulted in inconsistent rules and conflicts between Bye-Laws and their regulations.

It is proposed only to “reserve” two Bye-Laws going forward: Bye-Law One (rules pertaining to creation, amending and revoking Bye-Laws) and Bye-Law Two (standing orders for General Meetings).

Effective Date

It is proposed that unless otherwise appropriately decided by the Trustees following confirmation that the Governors consent to the amendments, the commencement date for the new core constitution as amended is 1 August 2015, and that the Trustees shall file the necessary documentation with the Charity Commission and Companies House as appropriate no later than 31 July 2015, and always within 21 days of the confirmation of consent from Governors.

Amendments Tracking

Changes and amendments/additions are marked up in RED and strike-out ~~RED~~

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
BIRKBECK COLLEGE STUDENTS' UNION**

THE COMPANIES ACTS 1985 to 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

MEMORANDUM OF ASSOCIATION

of

BIRKBECK COLLEGE STUDENTS' UNION

1. The name of the company (hereinafter called "the Union") is Birkbeck College Students' Union.
2. The registered office of the Union will be situated in England and Wales.

Objects

3. The Union's Objects are the advancement of education of Students at Birkbeck College (the "College") for the public benefit by:-
 - 3.1 promoting the representational, educational, social and general interests of all its Members;
 - 3.2 providing services appropriate for the many different types of Student of the College and to support the unique nature of the College;
 - 3.3 supporting prospective, current and past Students in seeking gainful employment;
 - 3.4 providing opportunities for the expression of Student opinion and actively representing the interests of Students;
 - 3.5 acting as a channel of communication between Students and the College and other external bodies and fostering and encouraging the freedom of speech, assembly and association amongst Members;
 - 3.6 providing for the representation of Students in national, regional and area student organisations, and fostering good relationships with other students' unions and affiliated bodies;
 - 3.7 raising funds for such purposes as are charitable according to the laws of England and Wales and to make grants and donations of such funds to other exclusively charitable bodies or to apply such funds directly for such charitable purposes; and
 - 3.8 furthering the interests of Students generally.

Powers

4. To further its Objects but not for any ultra vires purpose, the Union may:-
 - 4.1 provide services and facilities (including licensed facilities) for Members;
 - 4.2 establish, operate, promote and support a network of activities for Members;
 - 4.3 alone or with organisations:-
 - 4.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies;
 - 4.3.2 seek to influence public opinion;
 - 4.3.3 make representations to, and seek to influence, governmental and other bodies and institutions;

provided that all such activities shall be confined to the activities which an English charity may properly undertake and provided that the Union upholds the principle of peaceful demonstrations; opposes the use of violence in this free and democratic country as a means of political expression; and complies with the Education Act and guidance published by the Charity Commission;
- 4.4 provide advice;
- 4.5 write, make, commission, print, publish or distribute materials or assist in such activities;
- 4.6 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- 4.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish results as appropriate;
- 4.8 provide or appoint others to provide guidance, representation and advocacy;
- 4.9 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 4.10 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law);
- 4.11 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
- 4.12 raise funds and invite and receive contributions from any person(s) provided that the Union shall not carry out any taxable trading activities in raising funds;
- 4.13 carry on primary purpose trade in the course of carrying out any of its objects;
- 4.14 incorporate wholly owned subsidiary companies to carry on any taxable non-primary purpose trade;
- 4.15 subject to clause 5, employ and pay employees and professionals or other advisors;

- 4.16 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 4.17 set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage such Charity(ies), subscribe, lend or guarantee money to such charities;
- 4.18 co-operate with other bodies and enter into contracts to provide services to or on behalf of other bodies;
- 4.19 establish or acquire subsidiary companies to assist or act as agents for the Union;
- 4.20 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.21 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property (but to invest only after obtaining such advice as the Board of Trustees consider necessary and having regard to the suitability of investments and the need for diversification);
- 4.22 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:-
 - 4.22.1 the financial expert is:-
 - (a) an individual who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - (b) a company or firm of repute which is an authorised or exempt person within the meaning of that Act except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001;
 - 4.22.2 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.22.3 every transaction is reported promptly to the Trustees;
 - 4.22.4 the performance of the investment is reviewed regularly by the Trustees;
 - 4.22.5 the Trustees are entitled to cancel the delegation at any time;
 - 4.22.6 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.22.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.22.8 the financial expert may not do anything outside the powers of the Trustees;
- 4.23 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

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- 5.6 reasonable and proper out-of-pocket expenses of Trustees;
- 5.7 reasonable and proper premiums in respect of indemnity insurance affected in accordance with Clause 4.28 of this Memorandum; and
- 5.8 reasonable and proper remuneration to any Sabbatical Trustee to be remunerated by the Union from time to time; and
 - 5.8.1 provided that this provision may not apply to more than seven Sabbatical Trustees in any financial year at any one time; and
 - 5.8.2 subject always to the provisions of section 22 of the Education Act.
- 6. No provision contained in the Memorandum or Articles may be altered and/or amended by the Union without:-
 - 6.1 the approval of a 75% majority of Ordinary Members at a General Meeting; and
 - 6.2 the approval, in writing, of the College (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.

No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Union.

Limited Liability

- 7. The liability of the Members is limited.

Winding Up

- 8. Every Member of the Union undertakes to contribute such amount as may be required, not exceeding £0.10p to the Union's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a Member:-
 - 8.1 for the payment of the Union's debts and liabilities contracted before he or she ceased to be a Member;
 - 8.2 for the costs, charges and expenses of winding up; and
 - 8.3 for the adjustment among themselves of the rights of persons who have contributed to the Union's assets.
- 9. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Members of the Union. It shall instead be given or transferred to the College or if the College has ceased to exist some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as this Memorandum imposes upon the Union. The institution or institutions which are to benefit if the College has ceased to exist shall be chosen by the Ordinary Members of the Union at or before the time of winding up or dissolution.

Equal Opportunities

10. The Union shall not discriminate against any person on the grounds of race, nationality, ethnic origin, gender, sexual orientation, marital status, disability, age, religion, social background or political belief.

Definitions

11. Words and phrases used in this Memorandum have the same meanings as are ascribed to them in the Articles unless the context otherwise requires.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Guarantee

1. Signature: £0.10p

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature: £0.10p

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

BIRKBECK COLLEGE STUDENTS' UNION

Interpretation

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

Term	Meaning
1.1 "Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force;
1.2 "AGM Trustee"	a Trustee elected in accordance with Articles 58 to 60 who is elected by Ordinary Members at an AGM and for the avoidance of doubt shall not, for the purposes of section 22 of the Education Act, be a major union office holder;
1.3 "Articles"	these Articles of Association of the Union;
1.4 "Board of Trustees"	the board of the Trustees;
1.5 "Bye-Laws"	the bye-laws setting out the working practices of the Union made from time to time in accordance with Articles 40 to 44;
1.6 "Chair of Trustees"	the chair of the Board of Trustees, who shall be one of the Sabbatical Trustees as set out in the Bye-Laws;
1.7 "Course Representatives"	the student representatives elected from each class or course of the College as determined or recognised by the Representatives' Council;
1.8 "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;

1.9	"Code of Practice"	the code of practice relating to the College's obligations under section 22 of the Education Act 1994;
1.10	"College"	Birkbeck College established by Royal Charter and situated at Malet Street, Bloomsbury, London WC1E 7HX
1.11	"Council"	the Student body elected by and from Ordinary Members in accordance with the Articles and Bye-laws of the Union;
1.12	"Council Trustee"	a Trustee appointed in accordance with Articles 55 to 57 who is elected in a manner determined by the Council and for the avoidance of doubt shall not, for the purposes of section 22 of the Education Act, be a major union office holder;
1.13	"Education Act"	the Education Act 1994;
1.14	"electronic communications"	has the meaning ascribed to it in the Electronic Communications Act 2000;
1.15	"electronic signature"	has the meaning ascribed to it in the Electronic Communications Act 2000;
1.16	"Executive Committee"	a sub-committee of the Board of Trustees as set out in Articles 76 to 82;
1.17	"Financial Year"	the period between 1 August in one year and 31 July in the next year;
1.18	"in writing"	written, printed or transmitted writing, including by electronic communication;
1.19	"Lead Officer"	the Sabbatical Trustee appointed by the Executive Committee to the role of Lead Officer in a manner set out in the Bye-Laws. For the avoidance of doubt the Executive Committee may assign portfolios and responsibilities to one or more Lead Officers, with an appropriate title;
1.20	Deleted	Deleted
1.21	"Members"	members of the Union as further defined in Article 5;
1.22	"Memorandum"	the Memorandum of Association of the Union;
1.23	"Nominations Committee"	a committee established by the Trustees in accordance with Articles 73 and 74;
1.24	"Non-Executive Trustees"	the AGM Trustees and the Council Trustees;
1.25	"Office"	the head office of the Union, being Malet Street, Bloomsbury, London WC1E 7HX;

- 1.26 **"Personal Interest"** a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee as set out in Articles 30 and 95 respectively;
- 1.27 **"Policy"** political or operational policy set by either Referendum or the Council in accordance with Article 97;
- 1.28 **"Referendum"** a ballot in which all Ordinary Members of the Union are entitled to cast a vote, the quorum for which is set out in Article 39 and the protocol for which is set out in the Bye-Laws;
- 1.29 **"Returning Officer"** the **independent** person appointed by the **Board of Trustees**, being responsible for the good conduct and administration of all Union elections;
- 1.30 **"Sabbatical Trustee"** a Trustee appointed in accordance with Articles 48 to 51;
- 1.31 **"Company Secretary"** the Company Secretary of the Union or its duly appointed agent or representative;
- 1.32 **"Student"** any individual who is registered for an approved programme of study at the College, which for the avoidance of doubt shall include those writing up their thesis for a research degree;
- 1.33 **"Trustee"** any one of the Sabbatical Trustees, the AGM Trustees or the Council Trustees;
- 1.34 **"Trustees"** the Sabbatical Trustees, the AGM Trustees and the Council Trustees;
- 1.35 **"the Union"** Birkbeck College Students' Union;
- 1.36 **"Union Manager"** the primary executive agent of the Board of Trustees, with principal responsibility for management of the Union's resources and staff and mediation between student officers and staff.
2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act excluding any statutory modification thereof not in force when the Articles became binding on the Union.
3. Words importing the singular shall include the plural and vice versa, ~~and words importing the masculine shall include the feminine and vice versa.~~, and words importing one or more genders shall include any or no genders, unless the context requires it.
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.

5. Members

5.1 The Members of the Union shall be as follows:-

- 5.1.1 the "Ordinary Members" meaning each and every Student enrolled at the College who has not opted out in line with Article 5.9 below by notifying the Executive Committee of his or her wish not to be a Member of the Union; and
- 5.1.2 the "Associate Members" who shall not have the right to vote in General Meetings or be elected as either a Trustee or a member of the Council, unless they are an Ordinary Member; and
- 5.1.3 the "Honorary Life Members" and the "Life Members", who shall not have the right to vote in General Meetings or be elected as either a Trustee or a member of the Council, unless they are an Ordinary Member;

known collectively as "the Members".

5.2 Each and every Student registered at the College is entitled to become an Ordinary Member of the Union. Arrangements for confirming membership shall be defined in the Bye-Laws.

5.3 Associate Members are persons who are not Ordinary Members but who are either:-

- 5.3.1 persons enrolled in any further and higher education institution of the UK who opt to become Members and who shall not be required to pay a fee; or
- 5.3.2 members of staff at the College who shall not be required to pay a fee; or
- 5.3.3 those persons detailed in the Bye-Laws who shall not be required to pay an annual fee in order to become a Member; or
- 5.3.4 those persons detailed in the Bye-Laws who shall be required to pay an annual fee in order to become a Member; or
- 5.3.5 any immediate family members of Ordinary Members who may be granted Associate Membership upon application and who shall not be required to pay an annual fee in order to become a Member;

5.4 Life Members and Honorary Life Members are elected by the Council as set down in the Bye-Laws.

5.5 Ordinary Members on leave from their studies shall continue to be entitled to Ordinary Membership provided they apply to the Executive Committee before ceasing to be an Ordinary Member. A fee may be charged for this.

- 5.6 The Board of Trustees may designate other classes of Members from time to time and prescribe their respective privileges and duties and set the amounts of any subscriptions, by making provision in the Bye-Laws.
- 5.7 The ~~Executive Committee~~ Board of Trustees must keep a register of Members to be updated termly and in any case immediately before the opening of nominations or notice of a General Meeting is given. The register shall contain the name, postal address and email address of each Ordinary Member. Other Members' details shall be kept as laid down in the Bye-Laws.
- 5.8 Membership of the Union is not transferable.
- 5.9 An Ordinary Member shall cease to be a Member:-
 - 5.9.1 if he or she opts out in accordance with Article 5.12 below; or
 - 5.9.2 automatically on ceasing to be a Student.
- 5.10 All other Members may resign by giving notice in writing to the Union.
- 5.11 Members of the Union shall be entitled to the benefits set out in the Code of Practice.
- 5.12 A Student shall have the right not to be a Member. A Member may opt out of membership of the Union by giving written notice to the Union.
- 5.13 However, Members who exercise the right to opt out should not be unfairly disadvantaged with regard to the provision of services or otherwise by reason of their having opted out of the Union.
- 5.14 Members who opt out may not hold any representative office within the Union, including sabbatical, executive, club, society or recreational position, or take part in any aspect of the democratic process including voting rights. Members who opt out of the Union may not attend or take part in any Council meetings (or any of the standing committees of the Council, meetings of the Executive Committee or Referenda).

General Meetings

Annual General Meeting

- 6. The Union shall hold an Annual General Meeting once in each calendar year. Not more than 15 months may pass between the date of one Annual General Meeting and the next.
- 7. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow as many Members as possible to attend.
- 8. At an AGM the Ordinary Members may, without limitation:-
 - 8.1 receive the accounts of the Union for the previous financial year;
 - 8.2 receive the report of the Council and Trustees on the Union's activities since the previous AGM;

- 8.3 elect Council members or Trustees to fill any vacancies arising;
- 8.4 appoint an auditor or independent examiner for the Union where required;
- 8.5 confer on any individual (with his or her consent) the honorary title of **Honorary** Patron, **Honorary** President or **Honorary** Vice-President of the Union;
- 8.6 discuss and determine any issues of policy or deal with any other business put before them by the Council;
- 8.7 alter and approve any amendments to this constitution; and
- 8.8 ratify the proposed creation, revocation or alteration of those Bye-Laws specified in Article 43.

Other General Meetings

- 9. The Trustees or a two thirds majority of the Council may call a General Meeting at any time. The Trustees shall call a General Meeting on receiving a requisition to that effect, signed by at least 100 Ordinary 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.

Length of Notice

- 10. 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.
- 11. A General Meeting may be called by shorter notice if it is so agreed:-
 - 11.1 in the case of an Annual General Meeting, by all the Ordinary Members entitled to attend and vote at that meeting; and
 - 11.2 in the case of any other General Meeting, by a majority of the Ordinary 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

- 12. 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

- 13. Notice of General Meetings shall be given to every Member, to the Trustees and to the auditors of the Union.

Proceedings at General Meetings

- 14. No business shall be transacted at any meeting unless a quorum is present. 50 Ordinary Members entitled to vote upon the business to be transacted, each being an Ordinary Member or a proxy for an Ordinary Member, shall be a quorum.

15. If such a quorum is not present within half an hour from the time appointed for the General Meeting, the General 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 General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the Ordinary Members present shall be a quorum.
16. The Chair of Trustees (or a person eligible under these Articles undertaking the duties of the Chair of the general meeting, herein after referred to as 'chair of the meeting') shall preside as chair of the General Meeting. However, if the Chair of Trustees is not present within fifteen minutes after the time appointed for holding the General Meeting, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present he or she shall be chair (provided, in both cases, that the Trustee is willing to act).
17. 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 General Meeting, the Ordinary Members present and entitled to vote shall choose one of their number to be chair.
18. A Trustee may, even if not a Member, attend and speak at any General Meeting.
19. The chair of the meeting may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at an adjourned General Meeting other than business which might properly have been transacted at the General Meeting had the adjournment not taken place. When a General 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 General Meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before 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:-
 - 20.1 by the chair of the meeting; or
 - 20.2 by at least ten Ordinary Members having the right to vote at the General Meeting;and a demand by a person as proxy for an Ordinary Member shall be the same as a demand by the Ordinary Member.
21. Unless a poll is duly demanded, a declaration by the chair of the meeting 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 General 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.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting 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.
23. A poll shall be taken as the chair of the meeting 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 General Meeting at which the poll was demanded.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the **chair of the meeting** shall not be entitled to a casting vote in addition to any other vote he or she may have and accordingly the resolution shall not be passed.
25. A poll demanded on the election of the **chair of the meeting** ~~Chair of Trustees~~ 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 of the meeting** directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a General 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 General Meeting shall continue as if the demand had not been made.
26. 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 General 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.
27. The proceedings at any General 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.
28. A resolution in writing executed by or on behalf of each Ordinary 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 Ordinary Members. The date of a written resolution shall be the date on which the last Ordinary Member signs. Copies of all proposed written resolutions of the Ordinary Members shall be sent to the Union's auditor before being passed.

Votes of Members

29. On a show of hands every Ordinary Member present in person shall have one vote. On a poll every Ordinary Member present in person or by proxy shall have one vote.
30. No Ordinary Member may vote on any matter in which he or she has a Personal Interest, or debate on such a matter without in either case the permission of the majority of the Ordinary Members present in person or by proxy at the General Meeting, such permission to be given or withheld without discussion.
31. An Ordinary 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 appointed for holding the General Meeting or adjourned General Meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

32. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is tendered, and every vote not disallowed at the General Meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and binding.
33. A proxy shall be in writing or submitted electronically by email, executed by the appointing Ordinary 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):-

"Birkbeck College Students' Union ("the Union"),

I/We, ,

of ,

being an Ordinary Member/Members of the above named Union, hereby appoint the chair of the meeting/[] (Council member)/[] (Course Representative) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General/General Meeting of the Union to be held on [], and at any adjournment thereof.

Signed on []"

34. Where it is desired to afford Ordinary 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):-

"Birkbeck College Students' Union ("the Union")

I/We, , of , being an Ordinary Member/Members of the above named Union, hereby appoint the chair of the meeting/[] (Council member)/[] (Course Representative) as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General/General Meeting of the 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 they think fit or abstain from voting.

Signed on []"

35. 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:-

- 35.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the General Meeting or in any instrument of proxy sent out by the Union in relation to the General Meeting at least 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote; or
 - 35.2 be sent via email to the email address specified in the notice of the General Meeting or the instrument of proxy sent out by the Union; or
 - 35.3 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
 - 35.4 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.
- 36. For the avoidance of doubt, only the **chair of the meeting**, a named member of the Council or a named Course Representative shall be entitled to be appointed as proxy for any Ordinary Member at a general meeting of the Union.

Referenda

- 37. All Ordinary Members of the Union shall be entitled to vote in Referendum called in accordance with the Bye-Laws.
- 38. A Referendum can be called by:-
 - 38.1 a requisition signed by 100 Ordinary Members;
 - 38.2 a simple majority vote of the Council; or
 - 38.3 the Chair of Council (or the Vice Chair) if so required by an ordinary resolution at General Meeting.
- 39. ~~200~~ 300 Ordinary Members will be required to participate in order to validate a Referendum which shall be passed by a simple majority of those Ordinary Members voting.

Bye-Laws

- 40. Subject to Article 43, a two thirds majority of the Trustees shall have the power from time to time, to make, repeal or alter Bye-Laws as to the management of the Union and its affairs, the duties of any officers or employees of the Union, the appointment and conduct of business by the Trustees or any committee and as to any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall not be inconsistent with the Memorandum and Articles.

41. Subject to Article 43, a two thirds majority of the Council shall have the power from time to time, to make, repeal or alter Bye-Laws as to the Council or any committee of the Council and as to any matters or things within the powers or under the control of the Council, including the job descriptions and duties of its members excluding the Sabbatical Trustees, provided that such Bye-Laws shall not be inconsistent with the Memorandum and Articles.
42. Ordinary Members shall have the power from time to time to petition either the Board of Trustees or the Council as appropriate to make, repeal or alter the Bye-Laws. Such petition and any subsequent creation, revocation or alteration of the Bye-Laws shall be made in accordance with Articles 40 and 41 and the procedure laid down in the Bye-Laws.
- 43.1 The Ordinary Members in General Meeting shall ratify or approve the proposed creation, revocation or alteration of the **Standing Orders and Procedures for General Meetings. following Bye-Laws:-**
 - ~~43.1 Elections;~~
 - ~~43.2 Standing Orders for General Meetings;~~
 - ~~43.3 Job descriptions of Sabbatical Trustees;~~
 - ~~43.4 External representation;~~
 - ~~43.5 Nominations Committee;~~
 - ~~43.6 Business Committee;~~
 - ~~43.7 Lamp and Owl and other external communications; and~~
- 43.2 Provisions for amending Bye-Laws shall be set down in a Bye-Law that is approved by the Board of Trustees, provided that at least 14 clear days' notice of motion is given to create, amend, alter or revoked any Bye-Law by the Council.
44. Bye-Laws shall not be created, revoked or amended by Referenda.

Trustees

Appointment of Trustees

45. The Board of Trustees shall consist of not more than 15 persons and shall be made up of the following persons:-
 - 45.1 Not more than seven Sabbatical Trustees; appointed in accordance with Articles 48 to 51;
 - 45.2 Not more than four Trustees appointed by the Council in accordance with Articles 55 to 57; and
 - 45.3 Not more than four Trustees appointed by the Ordinary Members at the AGM in accordance with Articles 58 to 60.
46. All nominations for Trustees shall be submitted to the **Court Nominations Committee.**

46.1 Deleted;

46.2 Non-executive Trustees must be nominated by:

46.2.1 ten Ordinary Members; or

46.2.2 resolution of the Council or a duly recognised committee of the Council; or

46.2.3 a majority of Trustees; or

46.2.4 the ~~Court Nominations Committee~~.

47. The ~~Court Nominations Committee~~ shall confirm that nominated candidates are willing and eligible to participate in elections and act as Trustee and may exclude any candidates who are not eligible.

Sabbatical Trustees

48. No eligible candidate for Sabbatical Trustee shall be prevented from standing by the ~~Nominations Committee~~ Court.

49. Up to seven Sabbatical Trustees (of whom at least one must be a woman) shall be elected by secret ballot by the Ordinary Members at an election to be held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the start or end of the relevant 12 month term. The Sabbatical Trustees shall be elected to posts set out in the Bye-Laws. At the same time as commencing the term of office as a Trustee, the Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by these Articles. Subject to a transitional change in the year of office:-

49.1 a Sabbatical Trustee may serve a maximum of two terms as a Sabbatical Trustee. For the avoidance of doubt, these terms may be either consecutive or non-consecutive; and

49.2 each Sabbatical Trustee must be an Ordinary Member of the Union at the time of his or her election. For the avoidance of doubt, a Sabbatical Trustee shall be an Ordinary Member for the duration of their tenure in office.

50. The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act.

51. The duties, responsibilities and method of remuneration of each Sabbatical Trustee shall be as set out in the Bye-Laws.

Non-Executive Trustees

52. At the opening of nominations for Non-Executive Trustees, the ~~Nominations Committee~~ Court shall publish a notice which shall contain recommendations and information from the Board of Trustees as to what experience, skills and knowledge the Trustees are seeking.

53. At the close of nominations, the ~~Court Nominations Committee~~ shall publish a candidates list which may include objective comments on the candidates.

54. The ~~Court Nominations Committee~~ may move a motion, without notice but before polling is opened, to the Council or AGM as appropriate, proposing to shrink the candidates list to a smaller number or to zero. Such a motion may be approved by a simple majority.

Council Trustees

55. Up to four Trustees shall be elected by the Council in accordance with the Bye-Laws and shall remain in office for a term of three years. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end of the relevant 12 month term.
56. A Trustee elected by the Council may serve a maximum of two consecutive terms. ~~For the avoidance of doubt, the total number of terms that a Trustee elected by the Council may serve is not limited.~~
57. The first four Council Trustees elected to office in accordance with these Articles of Association shall serve for the following term:-
- 57.1 one Council Trustee shall be elected for a term of one year;
- 57.2 two Council Trustees shall be elected for a term of two years; and
- 57.3 one Council Trustee shall be elected for a term of three years;
- and the decision as to the length of term of each of the first Council Trustees shall be determined by drawing lots.

AGM Trustees

58. Upon being nominated by the ~~Court Nominations Committee~~, up to four Trustees shall be elected by the Ordinary Members at AGM in accordance with the Bye-Laws and shall remain in office for a term of two years. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end of the relevant 12 month term.
59. For the avoidance of doubt, the total number of terms that an AGM Trustee may serve is not limited.
60. Those AGM Trustees elected to office at the first AGM of the Union in accordance with these Articles of Association shall serve for the following term:-
- 60.1 two AGM Trustees shall be elected for a term of one year; and
- 60.2 two AGM Trustees shall be elected for a term of two years;
- and the decision as to the length of term of each of the first AGM Trustees shall be determined by drawing lots.

Powers of the Board of Trustees

61. The Board of Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, the Articles and the Bye-Laws) may exercise all the powers of the Union. No alteration of the Articles or Bye-Laws shall invalidate any prior act of the Trustees which would have been valid

if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

62. The Board of Trustees' powers under Article 61 shall include but not be limited to ultimate responsibility for:-
- 62.1 the governance and overseeing the policy of the Union;
 - 62.2 ensuring the Union complies with its constitution and the law; and
 - 62.3 the budget of the Union.
63. 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.
64. No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified in accordance with Article 88 or otherwise from acting.

Guidance and Strategy Documents

65. The Trustees shall have the power from time to time to make, repeal or alter Guidance and Strategy Documents provided that such Guidance and Strategy Documents shall not be inconsistent with the Memorandum or Articles and shall be drawn up in line with Policy.

Expenses of Trustees

66. The Trustees may be paid all reasonable traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings of the Union or otherwise in connection with the discharge of their duties.

Proceedings of Trustees

67. Subject to the provisions of these Articles and the Bye-Laws:-
- 67.1 The Trustees may regulate their proceedings as they think fit;
 - 67.2 Four Trustees may, and the Union Manager at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating business to be considered at such meeting shall be sent in writing 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 minor irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
 - 67.3 Questions arising at a meeting shall be decided by a simple majority of votes except that questions in relation to Bye-Laws shall be decided on a two thirds majority. In the event of an equality of votes the ~~Chair of Trustees~~ **chair of the trustees' meeting** shall have a casting vote in addition to any other vote he or she may have.
68. In respect of Trustee meetings:-
- 68.1 The quorum for the transaction of the business of the Trustees shall be one third of the total number of Trustees (such quorum must include at least two Sabbatical

Trustees and at least two Non-Executive Trustees). Meetings of the Board of Trustees shall be in private, and shall not be attended by observers, with the exception of the Union Manager as specified in Article 71;

- 68.2 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number;
- 68.3 Unless he or she is unwilling to do so, the Chair of Trustees 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;
- 68.4 Should the Chair of Trustees be required to leave a meeting of the Trustees, the remaining Trustees shall appoint one of their number to chair the meeting for the duration of the Chair of Trustees's absence.
- 69. All acts done by a meeting of Trustees, or by a committee of Trustees, or by a person acting in good faith 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.
- 70. The Union Manager is a permanent and salaried post and the Union Manager is accountable to the Trustees.
- 71. The Trustees shall invite the Union Manager to attend and speak at meetings of the Board of Trustees. The Union Manager shall not be entitled to vote or count in the quorum upon any business transacted at such meetings.
- 72. The Trustees shall hold a minimum of four meetings in any Financial Year, with at least one in each three month period, excluding the Annual General Meeting.

Delegation of Trustees' powers

- 73. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:-
 - 73.1 the resolution making that delegation shall 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); and
 - 73.2 the composition of any such committee shall be entirely at the discretion of the Trustees and may include such of their number (if any) as the resolution may specify; and
 - 73.3 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
 - 73.4 all delegations under this Article shall be revocable at any time; and

73.5 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.

74. The Trustees in accordance with their powers shall establish the following committees (this is a non-exhaustive list) which must act in accordance with the Articles of Association and the Bye-Laws:-

74.1 Executive Committee;

74.2 ~~Nominations the Court ommittee~~; and

74.3 Finance and Resources Committee; ~~and~~

~~74.4 Business Committee.~~

Bank Account and Proceedings of Committees

75. In respect of delegating and committees:-

75.1 For the avoidance of doubt, the Trustees may (in accordance with Article 73) delegate any or 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 Union except in accordance with a budget which has been approved by the Trustees.

75.2 The meetings and proceedings of any committee shall be governed by the provisions of the Memorandum and Articles and the Bye-Laws regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Executive Committee

76. The Executive Committee is a committee of the Board of Trustees.

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

78. 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 Board of Trustees in accordance with Article 73 above.

79. The Executive Committee will meet at least once a month and is to be responsible to the Trustees for the management of the Union and to the Council for such matters which the Council sets out in the Bye-Laws.

80. The Executive Committee will be made up of the Sabbatical Trustees as set out in Articles 48 to 51 and ~~such other persons, who shall be members of the Council, such that the total voting membership of the Executive Committee shall not exceed eleven the Chair of Council shall be an ex-officio voting member of the Executive Committee and may be represented by the Vice-Chair or another duly appointed deputy recognised by the Council. The Council may appoint a further three members to the Executive~~ as set out in the Bye-Laws.

81. If there is no nomination for election to the post of Sabbatical Trustee or if there is a vacancy, the post ~~may be filled in a manner set down in the Bye-Laws. can be co-opted by the Council up to the end of the Financial Year by a simple majority of those present and voting.~~ The Sabbatical Trustees are accountable to the Board of Trustees and should fulfill the duties of the post as set out in the Bye-Laws.
82. The Chair of Trustees will be elected by the Executive Committee from ~~amongst its members~~ the Sabbatical Trustees.

Nominations Committee

83. The ~~Court Nominations Committee~~ is a committee of the Board of Trustees.
84. The Board of Trustees shall delegate such powers and obligations to the ~~Court Nominations Committee~~ in accordance with the provisions of the Bye-Laws and Articles 45-60.
- 84.1 The ~~Court Nominations Committee~~ will be made up of the Chair of Trustees, who shall be chair; the Chair of Council; at least one Non-executive Trustee, and such other persons as set down in the Bye-Laws. ~~one additional member of the Council, not being a Trustee; one additional member of the Board of Trustees, not being a member of Council; and one nominee of the governing body of the College, not being a Trustee or member of Council. Two further persons may be co-opted by the Nominations Committee into membership.~~ The Union Manager and the Returning Officer (if not otherwise a member) shall be in attendance.
- 84.2 The quorum for the ~~Court Nominations Committee~~ shall be five members and shall include the Chair of Trustees (or deputy) and the Chair of Council (or deputy).
- 84.3 The Court shall have primary delegated responsibility (in line with Article 84 and the Bye-Laws) for overseeing complaints and disputes, the recruitment of lay persons and non-executive trustees, supporting the Returning Officer with elections, undertaking regular holistic revisions of the rules and Articles of Association, advising the Council on electing Honorary Life Members and other reasonable duties placed upon it within the Bye-Laws, which are not delegated to other standing committees of the Trustees or of the Council.

Email and written approval of resolutions

85. A resolution in writing signed by all the Trustees eligible to vote on the resolution and 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. The written resolution 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.
86. A Trustees' resolution which is approved in whole by email or in part in writing and by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:-
- 86.1 Such a resolution must be approved by email by ~~75% all~~ of the Trustees, except for any Trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a conflict of interest or otherwise);

- 86.2 Notice of all proposed resolutions must be given to all of the Trustees;
- 86.3 Approval from each Trustee entitled to give his or her approval must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person shall, for the avoidance of doubt, be one of the Trustees;

- 86.4 Approval from a Trustee must be sent from an email address previously notified by that Trustee in person to the Union Manager as intended for use by that Trustee for the purpose of sending such email confirmations;
- 86.5 Following receipt of a response on any resolution from each of the Trustees entitled to give his or her approval, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article 86;
- 86.6 The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Virtual Meetings

87. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Disqualification, Removal or Resignation of Trustees

88. The office of a Trustee shall be vacated if:-
- 88.1 He or she becomes prohibited by law from being a Trustee;
- 88.2 He or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 88.3 He or she becomes incapable by reason of mental ill health, disorder, illness or injury of managing and administering his or her own affairs;
- 88.4 He or she is absent from two consecutive meetings of the Trustees without good cause;
- 88.5 The Trustee has not made contact with the Union, for 28 days, when requested to do so and the Trustees resolve by simple majority to deem the office of trustee vacant;
- 88.5 He or she is removed from office under Articles 89 or 90;
- 88.6 He or she resigns from office.

Removal of Trustees

89. The office of a Trustee shall be vacated if:-
- 89.1 A motion of no confidence in the Trustee is passed by a simple majority of Ordinary Members voting in a Referendum. Such a motion shall only be triggered by either a petition of no confidence signed by at least 100 Ordinary Members or a simple majority in a vote of Council; or
- 89.2 A motion of no confidence in the Trustee is passed by a two thirds majority in a vote of Council. Such a motion shall only be triggered by a petition of no confidence signed by at least 10 Members of Council; or
- 89.3 A resolution of no confidence is passed by the Board of Trustees by a 75% majority of those present and voting. For the avoidance of doubt, the Trustee concerned shall

not vote on this resolution and the quorum and its composition in Article 68.1 shall be adjusted accordingly; or

- 89.4 A resolution is passed at General Meeting by a two thirds majority of Ordinary Members present and voting.
90. A Sabbatical Trustee removed under articles 89.1, 89.2, 89.3 and 89.4 shall be removed both from his or her remunerated sabbatical position and as a Trustee.

Rights of Removed Trustee

91. A Trustee who is removed shall have the following rights:-
- 91.1 A resolution to remove a Trustee in accordance with Article 89.3 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 representations in writing to the Trustees.
- 91.2 A resolution to remove a Trustee in accordance with Article 89.2 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 representations in writing to the Council.
- 91.3 A Trustee removed from office in accordance with Articles 89.3 shall be entitled to appeal the decision to remove him or her to an appeal body within 14 days of the resolution. The composition of the appeal body and its procedures will be as set out in the Bye-Laws failing which the appeal body shall consist of two members of the Council and two Trustees.

Replacement of Trustees

92. In the event of a vacancy on the Board of Trustees the Council and the Board of Trustees can co-opt new Trustees to the Board up to the end of the Financial Year.
- 92.1 If an AGM or Council Trustee resigns, is disqualified or is removed from office, an AGM or Council Trustee shall be elected to the vacancy in accordance with Articles 55 to 57 or 58 to 60.
93. If a Sabbatical Trustee resigns, is disqualified or removed from office, an election to fill the vacancy that will result on the Board of Trustees shall be held in accordance with the Bye-Laws. For the avoidance of doubt, any person elected under this Article shall not be required to assume any other responsibilities of the Sabbatical Trustee.
94. If a person resigns between their election to the role of Sabbatical Trustee and becoming a Sabbatical Trustee, the vacancy shall be filled in accordance with the Bye-Laws. For the avoidance of doubt, any person elected under this Article shall be required to assume any other responsibilities of the Sabbatical Trustee.

Conflicts of Interest

95. Whenever a Trustee has a Personal Interest in a matter to be discussed at a meeting, and whenever a Trustee has a Personal Interest in another organisation

whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:-

- 95.1 declare an interest before discussion begins on the matter;
 - 95.2 withdraw from that part of the meeting unless expressly invited to remain by a simple majority of those Trustees without such an interest in the matter;
 - 95.3 not be counted in the quorum for that part of the meeting (however, a meeting will still be quorate if the correct number of trustees are present but the composition is affected by either one or more trustees or one category of trustees not being represented due to a conflict of interest);
 - 95.4 withdraw during the vote and have no vote on the matter.
96. In particular Articles 95.1 to 95.4 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 Union as an employee of the Union.

Council

97. The Council shall:-
- 97.1 Represent the voice of Students;
 - 97.2 Set the Policy of the Union, and refer Policy to Referenda (in accordance with the Bye-Laws);
 - 97.3 Subject to Article 40 have the authority to amend the Bye-Laws;
 - 97.4 Receive a quarterly report from the Trustees.
98. The membership of the Council shall consist of at least ~~twenty-two~~ **eleven** Ordinary Members elected to the Council and the Chair of Council. The offices, duties and job descriptions of Council members and any constituencies they represent, and their manner of election, shall be set down in the Bye-Laws. Quotas relating to the number of elected, co-opted, appointed and women members of the Council shall be set out in the Bye-Laws.
99. The quorum for meetings of the Council shall be one third of its members, **or eleven voting members, which ever is the greater.**
100. Each member of the Council shall have one vote each. The Chair of Council shall not have any casting or second vote.
- 100.1 There shall be a Vice-Chair of Council, who shall be elected from amongst the non-trustee voting members of the Council in accordance with the Bye-Laws.**
 - 100.2 The Vice-Chair of Council shall deputise for and become the Acting Chair of Council when criteria as set down in the Bye-Laws are met. For the avoidance of doubt, if the Vice-Chair of Council become the Acting Chair of Council, it need not cause a vacancy in the Vice-Chair of Council.**
 - 100.3 The Council shall approve regulations known as the Standing Orders of Council to set down the administration and procedure of the business and work of the Council.**
101. The Council shall meet in full session at least once every term in accordance with the Bye-Laws.

102. Decisions made by Council are only subject to the authority of the Board of Trustees on the following grounds:-
- 102.1 Financial considerations; or
- 102.2 Charity or education law or other legal requirements (including ultra vires).
103. The Council has the ability to create sub-committees and can delegate its powers and functions to such sub-committees as it sees fit and in line with the Bye-Laws.

General

Minutes

104. The Trustees shall keep minutes:-

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

104.2 of all proceedings at General Meetings of Members and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if signed 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. The minutes of these meetings shall be available to Members.

Accounts and Reports

105. The Union may in a General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Union 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.

106. The Trustees shall comply with the requirements of the Act, the Education Act and the Charities Acts 1993 and 2006 (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 Commission of:-

106.1 Annual reports;

106.2 Annual returns; and

106.3 Annual statements of account.

Notices

107. 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.

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

109. If notice of a meeting is posted on the Union website in accordance with Article 108 above, the Union must notify Members of the presence of the notice on the website. The notification must state that it concerns notice of a meeting and include the place, date and time of the meeting. The notice must be available on the website

throughout the period beginning with the date of that notification and ending with the conclusion of the meeting.

110. A Member present, either in person or by proxy, at any General Meeting of the Union shall be deemed to have received notice of the General Meeting and, where requisite, of the purpose for which it was called.
111. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 2 working days 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 or in the case of a notice posted on the Union's website at the expiration of 48 hours after it was posted.

Indemnity

112. 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 Union shall be indemnified out of the assets of the Union 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 Union, 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

113. The Trustees shall have power to resolve pursuant to clause 4.28 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Winding-up

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

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: