

Memorandum and Articles of Association

University of Central Lancashire Students' Union



University of Central Lancashire
Students'
Union

Revised: February 2024

Memorandum and Articles of Association of University of Central Lancashire Students' Union
The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Background

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

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Part I : Key Constitutional Provisions

1. Definitions and Interpretation

1.1 The meanings of any defined terms used in these Articles are set out in Article 51. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Name

2.1 The name of the company is the **University of Central Lancashire Students' Union**. In these Articles, it is called "the Union".

3. Registered Office

3.1 The registered office of the Union is situated in England and Wales.

4. Objects

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

4.1.1 promoting the interests and welfare of Students at the University of Central Lancashire during their course of study and representing, supporting and advising Students;

4.1.2 being the recognised representative channel between Students and University of Central Lancashire and any other external bodies; and

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

5. Powers

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

5.1.1 provide services and facilities for Student Members;

5.1.2 establish, support, promote, and operate a network of student activities for Student Members;

- 5.1.3 support any Raising And Giving (RAG) or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities, and acting as a holding trustee of any funds raised;
- 5.1.4 alone or with other organisations:
 - 5.1.4.1 carry out campaigning activities;
 - 5.1.4.2 seek to influence public opinion; and
 - 5.1.4.3 make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development, and implementation of appropriate policies, legislation, and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 5.1.5 provide or procure the provision of advice, counselling, and guidance;
- 5.1.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 5.1.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.1.8 promote, encourage, carry out or commission research, surveys, studies, or other work, making the useful results available;
- 5.1.9 provide or appoint others to provide advice, guidance, representation, and advocacy;
- 5.1.10 enter into contracts to provide services to or on behalf of other bodies;
- 5.1.11 co-operate with other charities, voluntary bodies, statutory authorities, and other bodies and exchange information and advice with them;
- 5.1.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend, or guarantee money or property for charitable purposes;
- 5.1.13 become a member, associate, or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.1.14 undertake and execute charitable trusts;
- 5.1.15 subject to such consent required by law, amalgamate or merge with or acquire or

- undertake all or any of the property, liabilities, and engagements of any body;
- 5.1.16 accept (or disclaim) gifts of money and any other property;
- 5.1.17 raise funds by way of subscription, donation, or otherwise;
- 5.1.18 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter, and equip any buildings or facilities;
- 5.1.19 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power, the Union must comply as appropriate with the Charities Act 2011);
- 5.1.20 borrow or raise and secure the payment of money for any purpose, including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 5.1.21 make grants or loans of money and give guarantees;
- 5.1.22 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating a permanent endowment;
- 5.1.23 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.1.24 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
- 5.1.24.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
- 5.1.24.2 every transaction is reported in a timely manner to the Trustees;
- 5.1.24.3 the performance of the investments is reviewed regularly by the Trustees;
- 5.1.24.4 the Trustees are entitled to cancel the delegation at any time;
- 5.1.24.5 the investment policy and the delegation arrangements are reviewed regularly;
- 5.1.24.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
- 5.1.24.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 5.1.25 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;

- 5.1.26 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.1.27 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue, or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.1.28 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 5.1.29 incorporate and acquire subsidiary companies to carry on any trade;
- 5.1.30 subject to the limitations on private benefits defined in Article 6:
 - 5.1.30.1 engage and pay employees, consultants, and professional or other advisers; and
 - 5.1.30.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 5.1.31 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 5.1.32 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189 shall be treated as references to officers of the Charity); and
- 5.1.33 do all such other lawful things as may further the Union’s objects.

6. Limitation on private benefits

- 6.1 The income and property of the Union shall be applied solely towards the promotion of its objects.
- 6.2 Except as provided below, no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:
 - 6.2.1 any payments made to any Member in their capacity as a beneficiary of the Union;
 - 6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied

to the Union provided that, if such Member is a Trustee, it does not conflict with these Articles;

6.2.3 interest on money lent by any Member to the Union at a reasonable and proper rate; and

6.2.4 any reasonable and proper rent for premises let by any Member to the Union.

6.3 Except as provided below, no Trustee may sell goods, services, or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:

6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

6.3.2 reasonable and proper out-of-pocket expenses of the Trustees;

6.3.3 reasonable and proper remuneration to any Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:

6.3.3.1 the authorisation under this provision shall extend to the remuneration of Elected Officer Trustees and Connected Persons under contracts of employment with the Union;

6.3.3.2 subject to this Article, the authorisation under this provision shall not extend to the service of acting as Trustee;

6.3.3.3 if the person being remunerated is a Trustee, the procedures described in Article 42 and Article 43 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

6.3.3.4 if the person remunerated is a Connected Person, the procedures described in Article 42 and Article 43 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

6.3.3.5 subject to this Article, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes, such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and

6.3.3.6 at all times the provisions of the Education Act are complied with;

- 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
- 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
- 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5;
- 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out in Article 50; and
- 6.3.8 any payments authorised in writing by the Charity Commission.

6.4 In this Article, references to the Union shall be read as references to the Union and/or any Subsidiary Company.

6.5 For any transaction authorised by this Article, the Trustee's duty (under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of this Article have been complied with.

6.6 Where a vacancy arises on the Board of Trustees with the result that remuneration to any Elected Officer, Student Trustee, or Connected Person in this Article applies to more than half of the Trustees, the Union may continue to pay remuneration to its Elected Officer Trustees and any Connected Persons receiving remuneration in accordance with this Article provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Company Law Members

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

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

8. Winding Up of the Union

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

8.1.1 directly for the objects of the Union; or

8.1.2 to any charity or charities:

8.1.2.1 for purposes similar to the objects of the Union; or

8.1.2.2 for use for particular purposes that fall within the objects of the Union.

8.1.2.3 which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose on the Union.

8.1.3 In no circumstances shall the net assets of the Union be paid to or distributed among the Members of the Union under this Article.

8.1.4 If no Resolution is passed in accordance with this Article, the net assets of the Union shall be applied for such charitable purposes as are directed by the Charity Commission.

9. Reviewing and Amending the Articles

9.1 The Union and the University shall be required to review the provisions of these Articles at intervals of not more than five years.

9.2 Any amendment to the Articles shall require the following procedure:

9.2.1 Where appropriate, seek consent from the Charity Commission for any regulated alteration of the Articles.

9.2.2 The circulation of a proposal from the Board of Trustees to amend the Articles to all the Student Members (the "Proposal");

9.2.3 A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;

9.2.4 The circulation by the Board of Trustees to all the Student Members of a motion to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with this Article which the Board of Trustees in their absolute discretion have accepted;

9.2.5 A motion passed at a Student Members' meeting or in a Referendum (as described in Article 20) by a two-thirds majority vote approving the Proposal or the revised Proposal

(as the case may be);

9.2.6 A Special Resolution of the Company Law Members adopting the amendments to the Articles following the approval of the Student Members in accordance with this Article;
and

9.2.7 The approval of the University.

9.3 If any changes are made to the Articles, a copy of the Special Resolution approving the amendment must be sent to the Charity Commission and Companies House together with a copy of the revised Articles.

Part II : Membership

10. Members of the Union

10.1 The Members of the Union shall be as follows:

10.1.1 The Company Law Members;

10.1.2 the Student Members; and

10.1.3 the Associate Members

11. Trustees as Company Law Members

11.1 The Trustees shall be the only Company Law Members.

11.2 The Trustees shall be Directors of the Union for the purposes of the Companies Act.

11.3 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.

11.4 The names of the Company Law Members must be entered in the register of Company Law Members.

12. Termination of Company Law Membership

12.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.

12.2 Company Law Membership is not transferable and shall cease on death.

13. Student Members

13.1 The Student Members shall be as follows:

13.1.1 each and every Student of the University who has not opted out by notifying the University or the Union of their wish not to be a Student Member; and

13.1.2 the Elected Officer Trustees.

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

13.3 Student Members shall be entitled to the benefits as described in the Code of Practice.

14. Termination of Student Membership

14.1 Student Membership shall not be transferable and shall cease on death.

14.2 A Student Member shall cease to be a Student Member of the Union if:

14.2.1 they cease to be a Student, including where a Student Member's Student status with the University is revoked by the University;

14.2.2 they cease to be an Elected Officer;

14.2.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; or

14.2.4 a decision is made to remove them from Student Membership of the Union in accordance with the Union's Code of Conduct.

15. Associate Members

15.1 The Trustees may establish such classes of associate membership with such description and with such rights and obligations as they think fit.

15.2 The Trustees may admit and remove such classifications of associate members in accordance with the Bye-Laws.

15.3 No such associate members shall be Members of the Union for the purposes of these Articles or the Companies Acts.

16. Code of Conduct

16.1 The Board of Trustees will establish and monitor a "Code of Conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.

16.2 The Code of Conduct and disciplinary procedures for Members may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of some of the rights and privileges of Membership, including the holding of elected office.

Part III : Meetings, Resolutions and Referendums

17. Student Members' Meetings

17.1 The Union must hold an annual Student Members' meeting once in each Academic Year, which shall be called and held in accordance with the Bye-Laws such that:

17.1.1 the annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend; and

17.1.2 adequate notice of the meeting is given to all members of the Union.

17.2 The notice of the annual Student Members' meeting must state the business to be transacted, which shall include:

17.2.1 receiving the report of the Trustees on the Union's activities since the previous annual Student Members' meeting;

17.2.2 formally presenting the accounts of the Union to the Student Members;

17.2.3 approving the list of affiliations of the Union; and

17.2.4 open questions to the Trustees or their representative by the Student Members.

17.3 The Union may hold other Student Members' meetings in addition to the annual Student Members' meeting. Such meetings shall be called and held in accordance with the Bye-Laws.

17.4 Any Student Members' meeting held under this Article shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

18. Company Law Meetings

18.1 The Trustees may call a Company Law Meeting at any time.

18.2 Such meetings must be held in accordance with the provisions of the Companies Acts.

18.3 A Company Law Meeting is likely only to be required where the Union wishes to pass a Company Law Resolution (other than by way of Written Resolution) in accordance with the Articles and/or the Companies Acts, for example, a Resolution to amend the Union's Articles of Association or to appoint new auditors.

19. Written Resolutions

19.1 Any Company Law Member may request a Written Resolution.

19.2 Subject to this Article, an ordinary Written Resolution agreed by Company Law Members representing a simple majority shall be effective.

19.3 Subject to this Article, in the case of a Special Resolution as defined by the Companies Act 2006, Company Law Members representing not less than 75% of the eligible Company Law Members shall be effective.

19.4 On a Written Resolution, each Company Law Member shall have one vote.

19.5 A Written Resolution is not a Special Resolution unless it is stated in its proposal.

19.6 A copy of the proposed Written Resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement in accordance with this Article and the date by which the resolution must be passed if it is not to lapse.

19.7 The eligible Company Law Members entitled to vote on a proposed Written Resolution of the Union are those members entitled to vote on the Circulation Date of the Resolution.

19.8 The required majority of eligible Company Law Members must signify their agreement to the Written Resolution within the period of 28 days beginning with the Circulation Date.

19.9 Communications in relation to a Written Resolution must be sent to the Union's auditors in accordance with the Companies Acts.

19.10 A Company Law Member signifies their agreement to a proposed Written Resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:

19.10.1 identifying the Resolution to which it relates; and

19.10.2 indicating the Company Law Member's agreement to the Resolution.

19.11 A Company Law Member signifies their agreement, for the purposes of this Article, via a document sent or supplied in Hard Copy Form that is sufficiently authenticated if it is signed by the person sending or supplying it.

19.12 A Company Law Member signifies their agreement, for the purposes of this Article, via a document sent or supplied in Electronic Form is sufficiently authenticated if:

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

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

19.13 If the Union gives an electronic address in any document containing or accompanying a Written Resolution, it will be deemed to have agreed that any document or information relating to that Resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

20. Referendums

20.1 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.

20.2 A Referendum may be called on any issue by:

20.2.1 a motion of the Trustees;

20.2.2 a majority vote of the Student Council; or

20.2.3 a Secure Petition signed or agreed to by a sufficient number of Student Members as specified by the Bye-Laws.

20.3 A motion may only be passed by Referendum if the quorum provisions set out in the Bye-Laws are met.

20.4 A Referendum which includes a motion of no confidence in a Trustee is also subject to Article 26 and Article 28.

20.5 The Student Members may set Policy, as defined in the Bye-Laws, through a Referendum.

20.6 A Policy set through a Referendum may overturn a previously set Policy.

20.7 If any previously established Policy is overturned by a Referendum, the Trustees, along with the Students' Council, must review the Policy in accordance with the Bye-Laws.

Part IV : Trustees

21. Appointment of Trustees

21.1 The Trustees of the Union shall be comprised of the following persons:

21.1.1 not more than four Elected Officer Trustees;

21.1.2 not more than four Student Trustees; and

21.1.3 not more than four External Trustees;

21.2 provided that at all times, the Elected Officer Trustees and Student Trustees together must make up a majority of all Trustees of the Union.

22. Elected Officer Trustees

22.1 Elected Officers shall be elected to posts specified in the Bye-Laws by a secret ballot of the Student Members at an election to be held in accordance with the Bye-Laws.

22.2 The Elected Officers from time to time shall be the Elected Officer Trustees. Except where otherwise indicated, references in these Articles to “Elected Officer Trustees” are to individuals acting solely in their capacity as Elected Officer Trustees.

22.3 The Elected Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.

22.4 At the same time as commencing the term of office as an Elected Officer, the Elected Officer will enter a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Elected Officer shall be as set out in the Bye-Laws.

22.5 In accordance with Article 13, each Elected Officer shall become a Student Member on commencement of their appointment or re-appointment as an Elected Officer.

22.6 Each Elected Officer Trustee must be a Student Member of the Union. Such Student Membership shall cease when the Elected Officer ceases to be an Elected Officer Trustee.

22.7 The Elected Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year’s start or end.

22.8 Subject to a transitional change in the year of office, an Elected Officer may be re-elected for a maximum further term of one year in accordance with this Article.

22.9 The maximum two years of office served by an Elected Officer may be served either consecutively or non-consecutively.

23. Student Trustees

23.1 Subject to Article 21, Student Trustees shall be appointed by a motion of both the Students' Council and the Trustees, on the recommendation of the Appointments Committee, in accordance with the Bye-Laws.

23.2 Each Student Trustee must be a Student Member at the time of their appointment and for the duration of their term as a Student Trustee.

23.3 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws.

23.4 A Student Trustee may serve a maximum of two consecutive or non-consecutive terms.

23.5 The term of office of a Student Trustee may be shorter or longer on a transitional basis to coincide with the alteration of the year's start or end.

23.6 Employees of the Union shall not be eligible for appointment as a Student Trustee.

24. External Trustees

24.1 Subject to Article 21, External Trustees shall be appointed by a motion of both the Students' Council and the Trustees, on the recommendation of the Appointments Committee, in accordance with the Bye-Laws.

24.2 External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

24.3 External Trustees may serve for a maximum of two terms, which may either be consecutive or non-consecutive.

24.4 Employees of the University or the Union shall not be eligible for appointment as an External Trustee.

25. Disqualification, Resignation and Removal of Trustees

25.1 The office of a Trustee shall be vacated if:

- 25.1.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 25.1.2 they cease to be a Company Law Member;
- 25.1.3 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 25.1.4 in the case of an Elected Officer Trustee, they cease to be an Elected Officer and/or an employee of the Union;
- 25.1.5 in the case of a Student Trustee, they cease to be a Student;
- 25.1.6 in the case of an Elected Officer Trustee or a Student Trustee, they are removed from Student Membership of the Union in accordance with the Union's Code of Conduct (subject to Article 28);
- 25.1.7 they resign by notice in writing to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 25.1.8 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs, and they resolve that the Trustee be removed from office;
or
- 25.1.9 they are removed from office under Article 26, Article 27 or Article 28.

26. Removal of Student Trustees or External Trustees by Student Members or Students' Council

26.1 The office of a Student Trustee or an External Trustee shall be vacated if:

- 26.1.1 a motion of no confidence in the Trustee is passed by the Student Members in a Referendum; or
- 26.1.2 a motion of no confidence in the Trustee is passed by a two-thirds majority in a vote of the Students' Council.

27. Removal of Student Trustees or External Trustees by the Board of Trustees

- 27.1 The office of a Student Trustee or External Trustee Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a majority of the Board of Trustees.
- 27.2 The Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this motion in accordance with Article 42 and Article 43, and the quorum shall be adjusted in accordance with Article 39.

28. Removal of Elected Officers

28.1 An Elected Officer shall be removed from office if they:

28.1.1 resign or die;

28.1.2 is removed from office as an Elected Officer by:

28.1.2.1 a motion of no confidence in the Elected Officer is passed by the Student Members in a Referendum; or

28.1.2.2 a motion of no confidence in the Elected Officer is passed by a two-thirds majority in a vote of the Students' Council.

28.1.3 provided that such removal shall be subject to the Union having carried out any actions required under the Elected Officer's contract of employment and disciplinary procedures otherwise in accordance with good employment practice.

29. Replacement of Trustees

29.1 If an Elected Officer Trustee resigns, is disqualified, or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results shall be filled in accordance with the Bye-Laws and Article 22.

29.2 If a Student Trustee resigns, is disqualified, or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with Article 23.

29.3 If an External Trustee resigns, is disqualified, or is removed from office, an External Trustee may be appointed to the vacancy in accordance with Article 24.

29.4 Any person elected under this Article may be required to assume some or all of the responsibilities of the outgoing Trustee.

29.5 The Board of Trustees should endeavor to fill any vacancies subject to Article 21.

Part V : Powers and Responsibilities

30. Trustees' general authority

30.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to the Education Act, these Articles, and the Bye-Laws) may exercise all the powers of the Union.

30.2 The Board's powers under these Articles shall include but not be limited to responsibility for:

30.2.1 the governance of the Union;

30.2.2 the budget of the Union; and

30.2.3 the strategy of the Union.

30.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):

30.3.1 has or may have any financial implications for the Union;

30.3.2 is or may be in breach of, contrary to, or otherwise inconsistent with charity, employment or education law or any other legal requirements, including the Union acting beyond its powers (*ultra vires*);

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

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

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

30.5 Following the Companies Act 2006, all acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

30.5.1 was not properly appointed;

30.5.2 was disqualified from holding office;

30.5.3 had vacated office; or

30.5.4 was not entitled to vote.

31. Delegation of Powers and Responsibilities

31.1 Subject to these Articles, the Trustees may delegate any of their powers or functions to any Committee as defined in Article 32.

31.2 Any delegation by the Trustees may be by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think fit.

31.3 The Trustees may authorise further, revoke or alter any delegation or terms and conditions in whole or part to any person or committee at any time.

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

32. Committees

32.1 The Trustees may establish whatever committees they see fit in accordance with their powers under these Articles.

32.2 The meetings and proceedings of any committee shall be governed by these Articles, in regulating the meetings and proceedings, so far as they apply and or where they are not superseded by any Bye-Laws, or the terms and conditions of their delegated powers and responsibilities.

32.3 A motion of the Trustees on forming a committee and the delegation of powers and responsibilities to the committee must specify:

32.3.1 those who shall serve or be asked to serve on such committee (although the motion may allow the committee to make co-options up to a specified number);

32.3.2 with the exception of a financial committee, the composition of any committee shall be entirely at the discretion of the Trustees and may include such of their number (if any) as the motion may specify.

32.4 The deliberations, any motions passed, or decisions taken by any committee must be reported promptly to the Board of Trustees.

32.5 Every committee must appoint a secretary for the purpose of communicating with and reporting to the Board of Trustees.

32.6 No committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget that has been approved by the Trustees.

32.7 the Trustees may (in accordance with this Article) delegate all financial matters and empower to resolve upon the operation of any bank account according to such mandate as it shall think fit, to any committee provided that:

32.7.1 such committee shall include at least one Trustee;

32.7.2 the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws; and

32.7.3 no such committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

33. Delegation of Powers and Responsibilities to the Chief Executive

33.1 The power and responsibilities delegated to the Chief Executive shall be to manage the Union by implementing the policy and strategy adopted by, and within a budget approved by, the Trustees and, where necessary, advise the Trustees in relation to such policy, strategy, and budget.

33.2 The Trustees shall provide the Chief Executive with a description of their role and the extent of their authority.

33.3 The Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts that are sufficient to explain the financial position of the Union.

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

34. Students' Council

34.1 The Trustees must form a Committee in accordance with Article 32 and delegate such powers and authority to a Students' Council to:

34.1.1 represent the voice of the Student Members;

34.1.2 set the Policy of the Union;

34.1.3 refer Policy to a Referendum of the Student Members (in accordance with the Bye-Laws);

and

34.1.4 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 44.

34.2 Members of the Students' Council must be Student Members in accordance with Article 13.

34.3 No Student Member may hold more than one seat on the Student Council at any one time.

34.4 The composition and proceedings of the Student Council shall be set out in the Bye-Laws.

35. Scheme of Delegated Authority

35.1 The Trustees, along with the Chief Executive, will establish and monitor a "Scheme of Delegated Authority" of the Union.

35.2 The Scheme of Delegated Authority shall be made available by the Trustees to all members of the Union.

Part VI : Decision-Making by the Trustees

36. Trustees' Meetings

36.1 The Trustees must hold a minimum of four Trustees' meetings in each Academic Year.

36.2 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

36.3 Two Trustees may call a Trustees' meeting.

36.4 A Trustees' meeting must be called with at least seven calendar days notice.

36.5 An emergency Trustees' meeting may be called if either:

36.5.1 all the Trustees agree; or

36.5.2 urgent circumstances require shorter notice.

36.6 Every notice calling a Trustees' meeting must specify:

36.6.1 the place, day, and time of the meeting;

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

36.6.3 the methods of communication available for the meeting (in-person, telephone/video conferencing, or a combination thereof).

36.7 Notice of Trustees' meetings must be given to each Trustee via a hard copy form or supplied in Electronic Form to an address provided by the Trustee for such purpose.

37. Chair and Deputy Chair of the Trustees

37.1 The Trustees must appoint an Elected Officer Trustee to be the Chair of the Board of Trustees at the earliest opportunity and may at any time remove them as Chair through a motion of the Board of Trustees.

37.2 The Trustees must appoint a Trustee to be the Deputy Chair of the Board of Trustees at the earliest opportunity and may at any time remove them as Deputy Chair through a motion of the Board of Trustees.

37.3 The Chair and Deputy Chair will remain in office for as long as the Trustee remains a Trustee or is removed from office.

37.4 The Chair, or in their absence, the Deputy Chair shall preside as Chair of all Trustees' Meetings.

37.5 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present at the Trustees' Meeting shall preside as Chair for that Meeting only.

37.6 If the numbers of votes for and against a motion at a Trustees' Meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have unless, subject to Article 43, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

38. Participation in Trustees' Meetings

38.1 Subject to these Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

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

38.1.2 they can immediately each communicate to the others any information or opinions they have on any particular item of the business of the meeting;

38.1.3 regardless of where any Trustee is or how they communicate with each other.

38.2 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any individual trustee is participating from.

39. Quorum for Trustees' Meetings

39.1 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than four.

39.2 Unless otherwise fixed, the quorum shall be four, and such quorum must include at least two Elected Officer Trustees, and the majority of the quorum members must be comprised of Elected Officer Trustees and Student Trustees.

39.3 Where the motion or issue under discussion concerns a matter, in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

39.4 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees, including by calling an election or nomination to elect further Trustees in accordance with these Articles.

39.5 At a Trustees' meeting, unless a quorum is participating as defined in this Article, no proposal is to be voted on except a proposal to call another meeting.

40. Trustees' Decisions at Trustees' Meetings

40.1 Any decision of the Trustees at a Trustees' Meeting must be a majority decision of those eligible to vote.

41. Trustees' Decisions Without a Meeting

41.1 A decision is taken in accordance with this Article when all the Trustees communicate to each other by any means that they share a common view on a matter which requires a decision to be made.

41.2 The Trustees cannot rely on this Article to decide if one or more of the Trustees has a conflict of interest or duty which, under Article 43, results in them not being entitled to vote.

41.3 Such a decision may but need not, take the form of a motion in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

41.4 A decision which is made in accordance with this Article shall be as valid and effectual as if it had been passed at a Trustees' Meeting duly convened and held, provided the following conditions are complied with:

41.4.1 approval from each Trustee must be received by one Trustee ("the Recipient") being either nominated in advance for that purpose or such other Trustee who volunteers, if necessary;

41.4.2 following receipt of responses from all the Trustees, the Recipient must communicate to all the Trustees whether the decision has been unanimously approved in accordance with this Article;

41.4.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

41.4.4 the Recipient must prepare a minute of the decision in accordance with these Articles.

42. Declaring Conflicts of Interest

42.1 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

42.2 In all other cases, a Trustee must declare the nature and extent of:

42.2.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union;

42.2.2 any duty or any direct or indirect interest which they have that conflicts or may conflict with the interests of the Union or their duties to the Union.

42.3 Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

43. Participation in Decision-Making with Conflicts of Interest

43.1 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they may participate in the decision-making process, and may be counted in the quorum and vote unless:

43.1.1 the decision could result in the Trustee or any person who is connected with the Trustee receiving a benefit other than:

43.1.1.1 any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 6) and which is available generally to the beneficiaries of the Union;

43.1.1.2 the payment of premiums in respect of indemnity insurance effected in accordance with Article 5;

43.1.1.3 payment under the indemnity set out in Article 50;

43.1.1.4 reimbursement of expenses in accordance with Article 6; or

43.1.1.5 a majority of the other Trustees participating in the decision-making process decide to the contrary under Article 42.

43.2 If by a majority decision of the other Trustees taking part in the decision-making process, determine there is a conflict of interest or a conflict of duties with or in respect of the Union with a Trustee not otherwise authorised by these Articles, the Trustee must:

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

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

43.2.3 withdraw from the meeting during the vote and have no vote on the matter.

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

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

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

Part VII : Administrative Arrangements And Miscellaneous Provisions

44. Bye-Laws and Policies

44.1 The Trustees and the Student Council shall have the power from time to time to jointly make, repeal, or amend the Bye-Laws and Policies of the Union as to the management of the Union and its working practices, provided that such Bye-Laws and Policies shall not be inconsistent with these Articles.

44.2 In the event of any inconsistency between the Articles, the Bye-Laws, and Policy of the Union, the terms of these Articles shall prevail.

45. Communications by and to the Union

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

45.1.1 in Hard Copy Form;

45.1.2 in Electronic Form; or

45.1.3 by making it available on a website.

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

45.3 Where any other document or information is sent or supplied in Electronic Form or made available on a website, the Trustees may decide what agreement (if any) is required from the recipient.

45.4 Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by

the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

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

45.6 Where any document or information is sent or supplied by the Union to the Company Law Members:

45.6.1 where it is sent by post, it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

45.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

45.6.3 where it is sent or supplied by means of a website, it is deemed to have been received when the material was first made available on the website or when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

45.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

45.8 Where any document or information has been sent or supplied by the Union by Electronic Means and the Union receives notice that the message is undeliverable:

45.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in the Union's register of Company Law Members or Trustees, but may in its discretion choose to do so;

45.8.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and

45.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent

sending of Hard Copies.

- 45.9 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.
- 45.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.
- 45.11 The provisions of the Companies Acts shall apply to communications to the Union.
- 45.12 The Union may send or supply any document or information to Student Members (whether obliged under these Articles or otherwise) in such manner as the Union thinks fit. In particular (but without limitation), if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via a website.
- 45.13 Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

46. Minutes

- 46.1 The Trustees shall cause minutes to be made in Minute Books kept for the purpose:
- 46.1.1 of all appointments of officers made by the Trustees;
 - 46.1.2 of all motions of the Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
 - 46.1.3 of all proceedings at Trustees' Meetings, Student Members' Meetings, and of committees of Trustees, including the names of the Trustees participating in each such meeting.
- 46.2 Any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.
- 46.3 The minutes referred to in this Article must be kept for at least ten years from the date of the meeting, motion, or decision.
- 46.4 The minutes of the meetings referred to in this Article shall normally be considered open and shall be available to the Student Members on the Union's website, except where

those minutes relate to any reserved or confidential matters, including, without limitation, staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

47. Records and Accounts

47.1 The Trustees shall comply with the requirements of the Companies Act 2006 and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts, and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

47.1.1 annual reports;

47.1.2 annual returns; and

47.1.3 annual statements of accounts.

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

48. Irregularities

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

49. Exclusion of Model Articles

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

50. Trustees' Indemnity

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

Part VII : Definitions and Interpretation

51. Defined Terms

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

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|--------------------------------------|--|
| 51.1.1 Academic Year | the period between the 1 st of August in one year to the 31 st of July in the next year determined by the Union as the period during which Students are required to be registered with the University; |
| 51.1.2 Address | includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means; |
| 51.1.3 Appointments Committee | a committee set up in accordance with the Bye-Laws; |
| 51.1.4 Articles | these articles of association of the Union; |
| 51.1.5 Board of Trustees | collectively the group of Trustees of the Union constituted as the decision-making body of the Union; |
| 51.1.6 Bye-Laws | the bye-laws setting out the working practices of the Union; |
| 51.1.7 Chair | the chair of the Board of Trustees, who shall be appointed in accordance with Article 37; |
| 51.1.8 Chair of the Meeting | in the case of Trustees' meetings, the person chairing that meeting in accordance with Article 37; |
| 51.1.9 Chief Executive | the chief executive of the Union who is appointed by the Board of Trustees; |

- 51.1.10 **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;
- 51.1.11 **Code of Practice** the code of practice relating to the University's obligations under Section 22 of the Education Act;
- 51.1.12 **Companies Acts** the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
- 51.1.13 **Company Law Meeting** a general meeting of the Company Law Members for the purposes of the Companies Acts;
- 51.1.14 **Company Law Members** members of the Union for the purposes of the Companies Acts, as defined in Article 11;
- 51.1.15 **Connected Person** in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; (b) the spouse or civil partner of any person in (a); (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 51.1.16 **Deputy Chair** the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 37;
- 51.1.17 **Dissolve (Winding Up)** a formal resolution by the Trustees of closing the Union as an organisation in accordance with Article 8.

51.1.18	Document	includes summons, notice, order, or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
51.1.19	Education Act	the Education Act 1994;
51.1.20	Elected Officers	the full time elected officers of the Union;
51.1.21	Elected Officer Trustee	the Company Law Members which are the Elected Officers;
51.1.22	External Trustee	a Trustee appointed in accordance with Article 24 shall not be deemed to be either a major union office holder or a sabbatical (Elected) union office holder for the purposes of Section 22 of the Education Act;
51.1.23	Financial Expert	an individual, company, or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
51.1.24	Members	the Student Members and the Company Law Members;
51.1.25	Minute Books	Books maintained in physical or in electronic form for the purpose of recording of Minutes as well as any records the Union is required to record and retain;
51.1.26	Motion	a proposal to be voted upon at a meeting;
51.1.27	Nomination Committee	a committee set up in accordance with the Bye-Laws;
51.1.28	Policy	representative and campaigning policy set by a Referendum, by the Student Council, or by the Student Members at a Student Members' meeting in accordance with the Bye-Laws;

- 51.1.29 **Public Holiday** Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;
- 51.1.30 **Raising and Giving (RAG)** the raising and giving groups within the Union which develop students by providing them with an opportunity to raise funds for charitable causes;
- 51.1.31 **Referendum** a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
- 51.1.32 **Resolution** a decision by the Company Law Members as defined by the Companies Act;
- 51.1.33 **Recipient** in regards to a Trustee decision without a meeting, is a Trustee who collects the decisions of all trustees;
- 51.1.34 **Secure Petition** a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
- 51.1.35 **Student** any individual who is formally registered for an approved programme of study provided by the University. The University shall determine whether or not an individual has Student status;
- 51.1.36 **Student Members** student members of the Union defined being students at the University and the Elected Officers;
- 51.1.37 **Student Trustee** a Trustee appointed in accordance with Article 23 who is a Student and who shall not be a major union office holder for the purposes of Section 22 of the Education Act;
- 51.1.38 **Students' Council** the Student body elected by and from student members constituted in accordance with these Articles and the Bye-Laws of the Union;

- 51.1.39 **Subsidiary Company** any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares, or has the right to appoint a majority of the board of the company;
- 51.1.40 **Trustees** the Company Law Members and Directors of the Union as defined in Article 11;
- 51.1.41 **the Union** the University of Central Lancashire Students' Union (or any subsequent legal change of name thereof);
- 51.1.42 **the University** the University of Central Lancashire (or any subsequent legal change of name thereof); and
- 51.1.43 **Writing** the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

51.2 Words importing the singular shall include the plural and vice versa

51.3 Words importing gendered phrases shall be construed as though they were also used in any gender in all cases where they would so apply.

51.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.

51.5 Any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

51.6 Any reference in these Articles of 'Must' or 'need to' are used to refer to actions that trustees, their agents, or employees have to take by law.

51.7 Any use in these Articles of terms such as the trustees 'should' or 'suggests', 'recommends' or 'advises' refers to actions which the trustees, their agents, or employees could take and which it considers to be good practice, but which are not legal requirements.