

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum
and
Articles of Association
of
The University of Plymouth Students' Union**

Company number: 10676070

Charity number: 1172830

Incorporated on 17th March 2017

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The University of Plymouth Students' Union

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Company Law Member of the company.

Name of each subscriber

Authentication by each subscriber

Graham Stirling

Signed..... Date

Jane Hopkinson

Signed..... Date

Date of incorporation: 17th March 2017

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Articles of Association of The University of Plymouth Students' Union

APPROVALS

Approved by:	Union Council	Date	21 March 2017
Approved by:	Charity Trustee Board	Date	23 February 2017
Approved by:	Company Trustee Board	Date	29 June 2017
Approved by:	University Board of Governors	Date	31 January 2017
Approved by:	Student Referendum	Date	6 March 2017
Implementation date:	1 August 2017		

BACKGROUND

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

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 59. 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

The name of the company is The University of Plymouth Students' Union. In these articles it is called "UPSU".

3. Registered Office

The Registered office of UPSU is situated in England and Wales.

4. Objects

The objects of UPSU are the advancement of education of Students at University of Plymouth for the public benefit by:

- 4.1 promoting the interests and welfare of Students at the University of Plymouth during their course of study and representing, supporting and advising Students;
- 4.2 being the recognised representative channel between Students and the University of Plymouth and any other external bodies; and
- 4.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

5. Powers

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

- 5.1 provide services and facilities for Student Members;
- 5.2 establish, support, promote and operate a network of student activities for Student Members;
- 5.3 support any RAG or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;

- 5.4 alone or with other organisations:
 - 5.4.1 carry out campaigning activities;
 - 5.4.2 seek to influence public opinion; and
 - 5.4.3 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 UPSU complies with the Education Act and any guidance published by the Charity Commission;
- 5.5 provide or procure the provision of advice, counselling and guidance;
- 5.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 5.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 5.9 provide or appoint others to provide advice, guidance representation and advocacy;
- 5.10 enter into contracts to provide services to or on behalf of other bodies;
- 5.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 5.12 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;
- 5.13 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 UPSU's objects);
- 5.14 undertake and execute charitable trusts;
- 5.15 support, set up or amalgamate with other charities with objects identical or similar to UPSU's and act as or appoint trustees, agents, nominees or delegates to control and manage charities;

- 5.16 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to UPSU's objects;
- 5.17 pay out of the funds of UPSU the costs of forming and registering UPSU;
- 5.18 accept (or disclaim) gifts of money and any other property;
- 5.19 raise funds by way of subscription, donation or otherwise;
- 5.20 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 which it owns or in which it holds a leasehold interest, provided its actions are in accordance with the lease agreement;
- 5.21 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 UPSU must comply as appropriate with the Charities Act 2011);
- 5.22 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 (UPSU must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 5.23 make grants or loans of money and give guarantees;
- 5.24 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 UPSU, including (without limitation) by creating permanent endowment;
- 5.25 invest and deal with UPSU's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.26 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 5.26.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 5.26.2 every transaction is reported in a timely manner to the Trustees;
 - 5.26.3 the performance of the investments is reviewed regularly by the Trustees;

- 5.26.4 the Trustees are entitled to cancel the delegation at any time;
- 5.26.5 the investment policy and the delegation arrangements are reviewed at least once per year;
- 5.26.6 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
- 5.26.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 5.27 arrange for investments or other property of UPSU 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;
- 5.28 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;
- 5.29 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;
- 5.30 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;
- 5.31 establish and acquire subsidiary companies to carry on any trade;
- 5.32 subject to Article 6 (Limitation on private benefits):
 - 5.32.1 engage and pay employees, consultants and professional or other advisers; and
 - 5.32.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of UPSU and to their spouses and dependants;
- 5.33 insure the property of UPSU against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect UPSU;
- 5.34 pay out of the funds of UPSU the cost of any premium in respect of any indemnity insurance to cover the liability of any or all of the which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they

may be guilty in relation to UPSU provided that no such insurance shall extend to:

5.34.1 any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);

5.34.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of the fraud, dishonesty or wilful or reckless misconduct; or

5.34.3 any liability incurred by the Trustees to UPSU that arises out of any conduct that the Trustee knew (or must reasonably be assumed to have known) was not in the best interests of UPSU nor in the case of which they did not care whether that it was in the best interests of UPSU or not;

5.35 do all such other lawful things as shall further UPSU's objects.

6. Limitation on private benefits

6.1 The income and property of UPSU shall be applied solely towards the promotion of its objects.

6.2 No part of the income and property of UPSU may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles 6.3, 6.4 or 6.5.

6.3 No Trustee may:

6.3.1 sell goods, services or any interest in land to UPSU;

6.3.2 be employed by, or receive any remuneration from, UPSU; or

6.3.3 receive any other financial benefit from UPSU;

unless the payment is permitted by Articles 6.4 or 6.5 or authorised by the court or the Charity Commission.

6.4 A Trustee may receive the following benefits from UPSU:

6.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from UPSU in their capacity as a beneficiary of UPSU;

- 6.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by UPSU for, or may pay out of UPSU's property, reasonable expenses properly incurred by them when acting on behalf of UPSU;
- 6.4.3 a Sabbatical Officer Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to UPSU on the instructions of the Trustees provided that:
- (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Officer Trustees and persons Connected with a Trustee under contracts of employment with UPSU;
 - (b) subject to Article 6.4.3 (a) the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (c) if the person being remunerated is a Trustee the procedure described in Article 47 (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;
 - (d) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 47 (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;
 - (e) subject to Article 6.6, this provision and Article 6.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and
 - (f) at all times the provisions of the Education Act are complied with;
- 6.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to UPSU;
- 6.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to UPSU;
- 6.4.6 UPSU may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.34 and

6.4.7 a Trustee or other officer of UPSU may receive payment under an indemnity from UPSU in accordance with the indemnity provisions set out at Article 58.

provided that where benefits are conferred under this Article 6.4, Article 47 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

6.5 A Trustee may receive the following benefits from any Subsidiary Company:

6.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of UPSU or of any Subsidiary Company;

6.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;

6.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that, subject to Article 6.6, this provision and Article 6.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);

6.5.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;

6.5.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;

6.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and

6.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary

Company in accordance with the constitution of the relevant
Subsidiary Company;

provided that the affected Trustee may not take part in any decision of
the Trustees to approve a benefit under Articles 6.5.3, 6.5.4 or 6.5.5.

- 6.6 Where a vacancy arises on the Board of Trustees with the result that
Articles 6.4.3 and 6.5.3 apply to more than half of the Trustees, UPSU
may continue to pay remuneration to its Sabbatical Officer Trustees
and any person who is Connected with a Trustee who is receiving
remuneration in accordance with Articles 6.4.3 and/or 6.5.3 provided
that UPSU uses all reasonable endeavours to fill the vacancy as soon
as possible.

7. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount
that each Company Law Member undertakes to contribute to the assets of
UPSU 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 payment of UPSU's debts and liabilities contracted before they cease
to be a Company Law Member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. Dissolution

If any assets remains after UPSU has been wound up or dissolved and all
debts and liabilities have been satisfied, it shall not be paid to or distributed
among the Company Law or Student Members of UPSU. It shall instead be
given or transferred to some other charitable institution or institutions having
similar objects to those of UPSU 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 these Articles impose upon UPSU. The institution(s) which are to
benefit shall be chosen by the Trustees of UPSU at/or before the time of
winding up or dissolution.

9. Reviewing and Amending the Articles

- 9.1 The UPSU Trustees and the University of Plymouth shall be required to
review the provisions of these Articles at intervals of not more than five
years.
- 9.2 Any amendment to these Articles shall require the following:

- 9.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members (the “Proposal”);
- 9.2.2 A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;
- 9.2.3 The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article 9.2.1 which the Board of Trustees in their absolute discretion have accepted;
- 9.2.4 A resolution passed at an Student Members’ meeting or in a Referendum by a majority vote approving the Proposal or the revised Proposal (as the case may be);
- 9.2.5 A Special Resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article 9.2.4 and
- 9.2.6 The approval of the University of Plymouth.

PART 2

MEMBERSHIP

10. Members of UPSU

10.1 The Members of UPSU shall be as follows:

10.1.1 the Student Members; and

10.1.2 the Company Law Members.

10.2 UPSU may also have associate members in accordance with Article 15.

11. Student Members

11.1 The Student Members shall be as follows

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

11.1.2 University of Plymouth students based in Plymouth in the UK but who are on work or study placements that form part of their programmes of study; and

11.1.3 the Sabbatical Officers.

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

11.3 Student Members shall be entitled to the benefits set out in the Membership Bye Law.

12. Termination of Student Membership

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

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

12.2 they cease to be a Sabbatical Officers;

12.3 they opt out of Student Membership by giving written notice to UPSU in accordance with the Bye-Law; or

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

13. Trustees as Company Law Members

- 13.1 Until and including the Effective Date, the subscribers to the Memorandum of Association of UPSU shall be the Company Law Members. Thereafter, the Trustees shall be the only Company Law Members.
- 13.2 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.
- 13.3 The names of the Company Law Members must be entered in the register of Company Law Members.

14. Termination of Company Law Membership

- 14.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.
- 14.2 Company Law Membership is not transferable and shall cease on death.

15. Associate members

The Trustees may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws provided that no such associate members shall be Members of UPSU for the purposes of the Articles or the Companies Acts.

16. Code of Conduct

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

PART 3
REFERENDUMS

17. Referendums

- 17.1 The decision to hold a Referendum of students' opinions on an issue can be made by:
- 17.1.1 A resolution carried by a majority of the Union Council;
 - 17.1.2 the Union Council, on receipt of a petition containing the name, course, student number and signature of at least 400 Student Members, provided that there has not been a referendum on the same topic within the previous two year period. However, in exceptional cases and if circumstances significantly change within the two year period, the Trustees may decide to call another Referendum on the same issue.
 - 17.1.3 a resolution of the Trustees.
- 17.2 Subject to Articles 26.1 and 29.2.1 a resolution may only be passed by Referendum if at least 3% of the Student Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 17.3 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.
- 17.4 Subject to Article 31.3 the Student Members may set Policy by Referendums.

PART 4

MEETINGS

18. Student Members' meetings

- 18.1 UPSU must hold an annual Student Members' meeting once in each Academic Year which shall be called and held in accordance with the Bye-Laws. The annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.
- 18.2 The notice of the annual Student Members' meeting must state the business to be transacted which shall include:
- 18.2.1 ratification of minutes of the previous annual Student Members' meeting;
 - 18.2.2 receiving the report of the Trustees on UPSU's activities since the previous annual Student Members' meeting;
 - 18.2.3 formally presenting the accounts of UPSU to the Student Members;
 - 18.2.4 approving the list of affiliations of UPSU; and
 - 18.2.5 open questions to the Trustees and Sabbatical Officer Trustees by the Student Members.
- 18.3 UPSU 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.
- 18.4 For the avoidance of doubt, any Student Members' meeting held under this Article 18 shall not be a Company Law Meeting of UPSU for the purposes of the Companies Acts.

19. Company Law Meetings

- 19.1 The Trustees may call a Company Law Meeting at any time.
- 19.2 Such meetings must be held in accordance with the provisions regarding general meetings in the Companies Acts.
- 19.3 A Company Law Meeting is likely to be required only where UPSU 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 these Articles.

20. Written Resolutions

- 20.1 Subject to this Article 20, a written resolution agreed by:
- 20.1.1 Company Law Members representing a simple majority; or
 - 20.1.2 (in the case of a Special Resolution) Company Law Members representing not less than 75%;
- of the eligible Company Law Members shall be effective.
- 20.2 On a written resolution each Company Law Member shall have one vote.
- 20.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 20.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 20.5 In relation to a resolution proposed as a written resolution of UPSU the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 20.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 20.7 Communications in relation to written resolutions must be sent to UPSU's auditors in accordance with the Companies Acts.
- 20.8 A Company Law Member signifies their agreement to a proposed written resolution when UPSU receives from them (or from someone acting on their behalf) an authenticated document as defined in Article 20.9:
- 20.8.1 identifying the resolution to which it relates; and
 - 20.8.2 indicating the Company Law Member's agreement to the resolution.
- 20.9 For the purposes of Article 20.8:
- 20.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

20.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:

- (a) the identity of the sender is confirmed in a manner specified by the Trustees; or
- (b) where no such manner has been specified by the Trustees, if the communication contains or is accompanied by a statement of the identity of the sender and UPSU has no reason to doubt the truth of that statement.

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

PART 5

TRUSTEES

21. Appointment of Trustees

Those persons notified to the Registrar of Companies as the first directors of UPSU shall be the first Trustees until and including the Effective Date. On the day immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the academic year 2017/18 shall be the Trustees of UPSU and shall be deemed to be UPSU's Sabbatical Officer Trustees, Student Trustees and External Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

- 21.1 not more than six Sabbatical Officer Trustees, elected in accordance with Article 22;
- 21.2 not more than two Student Trustees, appointed in accordance with Article 23; and
- 21.3 not more than four External Trustees, appointed in accordance with Article 24.

22. Sabbatical Officer Trustees

- 22.1 Sabbatical Officers shall be elected by secret ballot of the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws.
- 22.2 The Sabbatical Officers from time to time shall be the Sabbatical Officer Trustees. Except where otherwise indicated, references in these Articles to "Sabbatical Officer Trustees" are to individuals acting solely in their capacity as Sabbatical Officer Trustees.
- 22.3 The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Student Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
- 22.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 11, each Sabbatical Officer shall become a Student Member on commencement of their

appointment or re-appointment as a Sabbatical Officer. Such Student Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

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

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

23. Student Trustees

Subject to Article 23.1 below, Student Trustees shall be appointed by a simple majority vote of the Governance and Appointments Committee provided that the appointment of each Student Trustee is ratified the Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Union Council.

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

23.2 Student Trustees shall remain in office for a term of one year, usually for a maximum of 2 years. Extension of this 2 year term is at the discretion of the Trustees provided that any such extension is ratified by the Union Council.

24. External Trustees

External Trustees shall be appointed by a simple majority vote of the Governance and Appointments Committee provided that the appointment of each External Trustee is ratified by the Union Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Union Council.

24.1 External Trustees shall remain in office for up to a term of three years, in accordance with the Bye-Laws.

24.2 External Trustees may serve for a maximum of three terms, plus one additional year, which may either be consecutive or non-consecutive.

25. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

25.1 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;

- 25.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 25.3 in the case of a Sabbatical Officer Trustee, they cease to be a Sabbatical Officer or an employee of UPSU;
- 25.4 in the case of a Student Trustee, they cease to be a Student;
- 25.5 in the case of a Sabbatical Officer Trustee or a Student Trustee, they are removed from Student Membership of UPSU in accordance with UPSU's code of conduct or disciplinary procedure for Student Members;
- 25.6 they resign by notice in writing to UPSU (but only if at least six Trustees will remain in office when the notice of resignation is to take effect);
- 25.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
- 25.8 they fail to attend three consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
- 25.9 they cease to be a Company Law Member; or
- 25.10 they are removed from office under Articles 26 or 28.

26. Removal of Trustees by the Student Members or the Union Council

The office of a Trustee shall be vacated if:

- 26.1 a motion of no confidence in the Trustee is passed by a majority of the Student Members voting in a Referendum, provided that at least 3% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members; or
- 26.2 a motion of no confidence in the Trustee is passed by a majority in a vote of the Union Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members

27. Rights of a removed trustee

A resolution to remove a Trustee shall not be passed unless the Trustee concerned has been given 10 working days' notice in writing that the resolution has been proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or making written representations as determined by the Trustees.

A Trustee removed from office shall be entitled to appeal the decision to remove him or her to an appeal panel within 10 working days of the resolution. The panel shall be constituted as specified in the Bye Laws.

28. Removal of External Trustees by the Board

The office of an External Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be no less than four Trustees, two of which should be Sabbatical Officer Trustees.

29. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

29.1 resign or die;

29.2 are removed from office as an Elected Officer by

29.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Student Members voting in a Referendum, provided that at least 3% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members; or

29.2.2 a motion of no confidence in the Elected Officer is passed by a majority in a vote of the Union Council. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 800 Student Members;

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

30. Replacement of Trustees

30.1 If a Sabbatical Officer Trustee resigns, is disqualified or is removed from office before the commencement of the Academic Year the resulting vacancy shall be filled in accordance with the Bye-Laws.

30.2 If a Sabbatical Officer Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

30.3 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.

30.4 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.

31. Trustees' general authority

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

31.2 The Board's powers under Article 31.1 shall include but not be limited to responsibility for:

31.2.1 the governance of UPSU;

31.2.2 the budget of UPSU; and

31.2.3 the strategy of UPSU.

31.3 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 Union Council which the Trustees consider (in their absolute discretion):

31.3.1 has or may have any negative financial implications for UPSU;

31.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);

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

31.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 31.2.

31.4 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.

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

31.5.1 was not properly appointed;

- 31.5.2 was disqualified from holding office;
- 31.5.3 had vacated office; or
- 31.5.4 was not entitled to vote.

32. Delegation by trustees

- 32.1 Subject to these Articles, the Trustees may delegate any of their powers or functions to any committee or person.
- 32.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of UPSU to any person or committee.
- 32.3 Any delegation by the Trustees may be:
 - 32.3.1 by such means;
 - 32.3.2 to such an extent;
 - 32.3.3 in relation to such matters or territories; and
 - 32.3.4 on such terms and conditionsas they think fit.
- 32.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 32.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 32.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of UPSU for such purposes and on such conditions as they determine.

33. Committees

- 33.1 In the case of delegation to committees:
 - 33.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

- 33.1.2 subject to Article 33.3 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 33.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
 - 33.1.4 no committee shall knowingly incur expenditure or liability on behalf of UPSU except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 33.2 The Trustees must establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 32 and 33.1:
- 33.2.1 Leadership Group (as further described in Article 35);
 - 33.2.2 Governance & Appointments Committee;
 - 33.2.3 Audit and Risk Committee;
 - 33.2.4 Finance and Staffing Committee; and
 - 33.2.5 Health and Safety Committee.
- 33.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 32 and 33) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committees to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of UPSU except in accordance with a budget which has been approved by the Trustees.
- 33.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.
- 34. Delegation of day-to-day management powers to the Chief Executive**

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

- 34.1 the delegated power shall be to manage UPSU by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 34.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
- 34.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing UPSU and provide them regularly with management accounts which are sufficient to explain the financial position of UPSU; and
- 34.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

PART 6

LEADERSHIP GROUP

35. The Leadership Group

35.1 Unless the Trustees determine otherwise, the Leadership Group shall include:

35.1.1 the Sabbatical Officers;

35.1.2 the Chief Executive of UPSU; and

35.1.3 the Staff Directors of UPSU.

35.2 The Leadership Group's responsibility shall not include the duties of the Trustees as set out in Article 31 but shall include the coordination of UPSU's operational and policy objectives so far as these responsibilities have not been delegated to another committee.

35.3 The Leadership Group shall meet in accordance with the Bye-Laws.

PART 7

DECISION MAKING BY TRUSTEES

36. Trustees to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 46 (Majority decisions without a meeting).

37. Trustees' meetings

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

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

38. Calling a Trustees' meeting

Two Trustees may, and the Chief Executive at the request of two Trustees must, call a Trustees' meeting.

39. Length of Notice

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

39.1 all the Trustees agree; or

39.2 urgent circumstances require shorter notice.

40. Contents of Notice

Every notice calling a Trustees' meeting must specify:

40.1 the place, day and time of the meeting;

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

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

41. Service of Notice

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

42. Participation in Trustees' meetings

- 42.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 42.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 42.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 42.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 42.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

43. Quorum for Trustees' meetings

- 43.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 43.2 Notwithstanding anything contrary in these Articles, for so long as the number of trustees is only two, the quorum for trustees' meetings shall be two trustees. 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 five. Unless otherwise fixed, the quorum shall be five and such quorum must include at least three Sabbatical Officer Trustees and at least two External Trustees. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be five.
- 43.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

44. Chair and Deputy Chair

- 44.1 The President shall be the Chair of the Trustees.
- 44.2 The Trustees must appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove them from office. The role of the Deputy Chair will be to support the Chair.

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

45. Casting vote

45.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.

45.2 Article 45.1 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

46. Majority decisions without a meeting

46.1 The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.

46.2 If:

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

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

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

46.2.4 a majority of the Trustees vote in favour of a particular decision on that matter

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

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

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

46.3.2 may communicate with each other by any means.

46.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this

Article shall be the same as the quorum for Trustees' meetings as set out in Article 43.

- 46.5 The Chair or such other Trustee as shall be appointed by the Trustees in accordance with Article 44.3 shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
- 46.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 46.5.2 the nomination of a person to whom all Trustees' votes must be communicated;
 - 46.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
 - 46.5.4 the nominated person must prepare a minute of the decision in accordance with Article 53 (Minutes).
- 46.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote the chair may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

47. Conflicts of interest

- 47.1 Unless Article 47.2 applies, a Trustee must declare the nature and extent of:
- 47.1.1 any direct or indirect interest which they may have in a proposed transaction or arrangement with UPSU; and
 - 47.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of UPSU or their duties to UPSU.
- 47.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.
- 47.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of UPSU, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the

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

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

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

- (a) any benefit received in their capacity as a beneficiary of UPSU (as permitted under Article 6.4.1 and which is available generally to the beneficiaries of UPSU;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 5.34;
- (c) payment under the indemnity set out at Article 58; and
- (d) reimbursement of expenses in accordance with Article 6.4.2; or

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

in which case the Trustee must comply with Article 47.5.

47.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 47.5 they must:

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

47.5.2 not be counted in the quorum for that part of the decision-making process; and

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

47.6 Where a Trustee or a person who is Connected with the Trustee 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:

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

47.6.2 the Trustee shall not be accountable to UPSU 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.

48. Register of Trustees' interests

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

PART 8

UNION COUNCIL

49. Union Council

- 49.1 The Union Council shall have the authority to:
- 49.1.1 represent the voice of the Students;
 - 49.1.2 subject to Articles 17 and 31.3, set the Policy of UPSU and refer Policy to a Referendum of the Student Members or to the Student Members at a Student Members' meeting (in accordance with the Bye-Laws);
 - 49.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 50;
 - 49.1.4 receive a quarterly report from the Trustees; and
 - 49.1.5 appoint associate members in accordance with Article 15 and the Bye-Laws.
- 49.2 The composition and proceedings of the Union Council shall be set out in the Bye-Laws. No Student Member may hold more than one seat on the Union Council at any one time.

PART 9

ADMINISTRATIVE ARRANGEMENTS & MISCELLANEOUS PROVISIONS

50. Bye-Laws

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

51. Communications by and to UPSU

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

51.1.1 in Hard Copy Form;

51.1.2 in Electronic Form; or

51.1.3 by making it available on a website.

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

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

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

- 51.5 A Company Law Member present in person or by proxy at a meeting of UPSU shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 51.6 Where any document or information is sent or supplied by UPSU to the Company Law Members:
- 51.6.1 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;
- 51.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 51.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 51.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with UPSU 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.
- 51.8 Where any document or information has been sent or supplied by UPSU by Electronic Means and UPSU receives notice that the message is undeliverable:
- 51.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of UPSU, UPSU 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 UPSU's register of Company Law Members or Trustees, but may in its discretion choose to do so;
- 51.8.2 in all other cases, UPSU shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in UPSU'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

- 51.8.3 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.
- 51.9 Copies of UPSU's annual accounts and reports need not be sent to a person for whom UPSU does not have a current address.
- 51.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with UPSU, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom UPSU does not have a current address.
- 51.11 The provisions of the Companies Acts shall apply to communications to UPSU.
- 51.12 Notwithstanding anything in this Article 51, UPSU may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as UPSU thinks fit. In particular (but without limitation) if UPSU is aware of a Student Member's email address, UPSU may communicate with the Student Member using that address, and UPSU may communicate with Student Members via website.
- 51.13 Further provisions governing UPSU's communications with its Student Members may be set out in the Bye-Laws.

52. Secretary

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

53. Minutes

- 53.1 The Trustees shall cause minutes to be made in books kept for the purpose:
- 53.1.1 of all appointments of officers made by the Trustees;

53.1.2 of all resolutions of UPSU and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

53.1.3 of all proceedings at meetings of UPSU and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of UPSU, be sufficient evidence of the proceedings.

53.2 The minutes referred to in Article 53.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

53.3 The minutes of the meetings referred to in Article 53.1 above shall normally be considered open and shall be available to the Student Members on UPSU'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 UPSU's offices.

54. Records and accounts

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

54.1.1 annual reports;

54.1.2 annual returns; and

54.1.3 annual statements of account.

54.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 54.1.

55. Irregularities

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

56. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of UPSU and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any Student Members' meeting as if a Student Member and shall also have the right to receive accounts of UPSU when available to Student Members.

57. Exclusion of model articles

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

58. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of UPSU may be indemnified out of the assets of UPSU 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 UPSU, 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.

PART 10

DEFINITIONS AND INTERPRETATIONS

59. Defined terms

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

	Term	Meaning
59.1.1	“Academic Year”	the period between 1 September in one year to 31 August in the next year determined by UPSU as the period during which Students are required to be registered with the University of Plymouth. Each Academic Year is for the time being divided into two semesters;
59.1.2	“address”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
59.1.3	“Appointments & Governance Committee”	the committee set up in accordance with the Bye-Laws;
59.1.4	“Articles”	these articles of association of UPSU;
59.1.5	“Board of Trustees” or “Board”	the board of Trustees of UPSU;
59.1.6	“Bye-Laws”	the bye-laws setting out the working practices of UPSU made from time to time in accordance with Article 50;
59.1.7	“Chair”	the chair of the Board of Trustees, who shall be the President in accordance with Article 44.1;
59.1.8	“Chair of the Meeting”	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 44;
59.1.9	“Chief Executive”	the chief executive of UPSU who is appointed by the Board of Trustees;
59.1.10	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
59.1.11	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
59.1.12	“Code of Practice”	the code of practice relating to The University of Plymouth’s obligations under

- 59.1.13 **“Companies Acts”** Section 22 of the Education Act; the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to UPSU;
- 59.1.14 **“Company Law Meeting”** a general meeting of the Company Law Members for the purposes of the Companies Acts;
- 59.1.15 **“Company Law Members”** members of UPSU for the purposes of the Companies Acts, as specified in Article 13;
- 59.1.16 **“Connected”** in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 59.1.17 **“Deputy Chair”** the deputy chair of the Board of Trustees, who shall have been appointed or accordance with Article 41.2;
- 59.1.18 **“document”** includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 59.1.19 **“Education Act”** the Education Act 1994;
- 59.1.20 **“Effective Date”** the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to UPSU;
- 59.1.21 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 59.1.22 **“External Trustee”** a Trustee appointed in accordance with Article 24 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
- 59.1.23 **“Financial Expert”** an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

- 59.1.24 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 59.1.25 **“Leadership Group”** the Committee including the Sabbatical Officers as described in Article 35;
- 59.1.26 **“Members”** the Student Members and the Company Law Members;
- 59.1.27 **“Part-Time Officers”** the Student Members elected in accordance with the Bye-Laws to be officers of UPSU while continuing their studies at the University of Plymouth;
- 59.1.28 **“Policy”** representative and campaigning policy set by a Referendum or by the Union Council in accordance with Article 17 and Article 49 respectively or by the Student Members at a Student Members’ meeting;
- 59.1.29 **“President”** the president of UPSU, as elected by the Student Members in accordance with the Bye-Laws;
- 59.1.30 **“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 UPSU is registered;
- 59.1.31 **“RAG”** the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
- 59.1.32 **“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;
- 59.1.33 **“Sabbatical Officers”** the individuals elected in accordance with Article 22 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
- 59.1.34 **“Sabbatical Officer Trustee”** a Trustee elected in accordance with Article 22;
- 59.1.35 **“Secure Petition”** a written request to UPSU which shall be fixed in a pre-arranged place or places or held securely on-line;
- 59.1.36 **“Special Resolution”** a resolution of the Company Law Members which requires at least 75% of the votes cast by Company Law Members in favour of it in order to pass;
- 59.1.37 **“Staff Director”** a senior member of the management team of UPSU who has been given the internal title of director but who is not a director for the purposes of the Companies Act;
- 59.1.38 **“Student”** any individual who is formally registered on an approved programme of study in

- 59.1.39 **“Student Members”** the UK provided by the University of Plymouth. For the avoidance of doubt, the University of Plymouth determine whether or not an individual has Student status; student members of UPSU being Students at the University of Plymouth as further defined in Article 11.1.1 and 11.1.2 and the Sabbatical Officers;
- 59.1.40 **“Student Trustee”** a Trustee appointed in accordance with Article 23 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
- 59.1.41 **“Subsidiary Company”** any company in which UPSU 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;
- 59.1.42 **“Trustees”** the directors of UPSU as defined in Article 21;
- 59.1.43 **“Unincorporated Charity”** the unincorporated charity known as University of Plymouth Students' Union (registered charity number 1143614);
- 59.1.44 **“Union Council”** the Student body elected by and from Students constituted in accordance with these Articles and the Bye-laws;
- 59.1.45 **“University of Plymouth”** the University of Plymouth;
- 59.1.46 **“UPSU”** The University of Plymouth Students' Union;
- 59.1.47 **“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.

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

59.3 Subject to Article 59.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

59.4 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 UPSU.