

The Companies Act 2006
Company Limited by Guarantee and not Having a Share Capital

Memorandum
and
Articles of Association
of
Liverpool Guild of Students

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Memorandum of Association of Liverpool Guild of Students

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

Name of each subscriber

Authentication by each subscriber

Samuel Johnson

Patrick Stern

Klaus-Peter Dudas

Dated: 23 July 2010

The Companies Act 2006

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Articles of Association of Liverpool Guild of Students

PREAMBLE

- A. Liverpool Guild of Students is devoted to the educational interests and welfare of its Members. These Articles have been structured to give the Trustees reasonable authority to manage the affairs of the Guild in a business like manner to ensure that the Guild complies with charity law and other legal requirements. Members enjoy the right, which must be exercised in accordance with charity law, to elect the majority of the Trustees and to dismiss all the Trustees.
- B. When acting to further its powers and in accordance with its objects, the Guild shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socio-economic background, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.
- C. The Guild shall not affiliate to any political party or religious organisation.

1. Definitions

- 1.1 In these Articles the following terms shall have the following meanings:-

Term	Meaning
1.1.1 "Academic Year"	the period between 1 August in one Year to 31 July in the next Year determined by the Guild as the period during which Students are required to be registered with the University of Liverpool. Each Academic Year is for the time being divided into three terms;
1.1.2 "address"	includes a number or address used for the purpose of sending or receiving documents by electronic means;
1.1.3 "Appointments Committee"	the committee set up in accordance with the Bye-Laws;
1.1.4 "Articles"	these Articles of Association of the Guild;
1.1.5 "Board of Trustees" or "Board"	the board of the Trustees;
1.1.6 "Bye Laws"	the Bye Laws made from time to time in accordance with Article 33;
1.1.7 "chair of the meeting"	in the case of general meetings means the person chairing the meeting in accordance with Articles 20.3 and 20.4, and in the

- case of Trustees' meetings means the person chairing the meeting in accordance with Article 39.6;
- 1.1.8 "Chief Executive" the Chief Executive of the Guild;
- 1.1.9 "circulation date" in relation to a written resolution, has the meaning given to it in the Companies Acts;
- 1.1.10 "clear days" in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
- 1.1.11 "Code of Practice" the Code of Practice relating to the obligations of the University of Liverpool under section 22 Education Act 1994;
- 1.1.12 "Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Guild;
- 1.1.13 "Conflict of Interest" any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Guild;
- 1.1.14 "Connected Person" any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (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 person living with a Trustee or his or her partner; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.1.15 "Co-opted Trustee" a Trustee appointed in accordance with Article 31 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 purpose of section 22 of the Education Act;
- 1.1.16 "Education Act" the Education Act 1994;
- 1.1.17 "Effective Date" the date on which the undertaking previously carried on by the unincorporated charity known as Liverpool Guild of Students is transferred to the Guild;
- 1.1.18 "electronic form" has the meaning given in Section 1168 of the Companies Act 2006;
- 1.1.19 "financial expert" an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.1.20 "Guild" Liverpool Guild of Students or LGOS;
- 1.1.21 "hard copy and hard copy form" have the meanings respectively given to them in the Companies Act 2006;

1.1.22	“Honorary Treasurer”	the Co-opted Trustee appointed to the office of Honorary Treasurer;
1.1.23	“hour”	any full period of an hour but not including any part of a day that is a Saturday, Sunday or Bank Holiday in England;
1.1.24	“Members”	members of the Guild as defined at Article 9 and being from the Effective Date, Students at the University as further defined in Article 9.1.1 and the Sabbatical Trustees;
1.1.25	“Office”	the head office of the Guild;
1.1.26	“President”	the Sabbatical Trustee elected to the Office of President of the Guild;
1.1.27	“Policy”	representative and campaigning policy set by Referenda in accordance with Article 51.4 or by the Members in general meeting or at an annual Members’ meeting;
1.1.28	“RAG”	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
1.1.29	“Referenda”	a vote that all members of the Guild are entitled to cast;
1.1.30	“Returning Officer”	the person appointed by the Student Council to be responsible for the good conduct and administration of all elections of Elected Trustees;
1.1.31	“Sabbatical Trustee”	a Trustee appointed in accordance with Article 29;
1.1.32	“Secure Petition”	a written request to the Guild which shall be fixed in a pre-arranged place or places or held securely on-line;
1.1.33	“Student”	any individual who is formally registered for an approved programme of study provided by the University of Liverpool; For the avoidance of doubt, the University shall determine whether or not an individual has student status;
1.1.34	“Student Council”	the Student body elected by and from Students constituted in accordance with these Articles and the Bye Laws of the Guild known as “the Student Council”;
1.1.35	“Student Council Chair”	the chair of the Student Council, elected in accordance with these Articles and Bye Laws of the Guild from time to time;
1.1.36	“Student Trustee”	a Trustee appointed in accordance with Article 30 who is a Student and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
1.1.37	“Subsidiary Company”	any company in which the Guild 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;
- 1.1.38 “Trustee” and “Trustees” the directors of the Guild as defined at Article 28 and being from the Effective Date the Sabbatical Trustees, the Student Trustees and the Co-opted Trustees;
- 1.1.39 “Trustee Chair” the chair of the Trustees, being the President of the Guild, or such other Sabbatical Trustee appointed to this office in accordance with these Articles;
- 1.1.40 “University Council” the Council of the University of Liverpool;
- 1.1.41 “the University” The University of Liverpool, as incorporated by Royal Charter in 1903;
- 1.1.42 “Writing” the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and
- 1.1.43 “Year” a calendar year.
- 1.2 Subject to Article 1.3, references to legislation shall be read as referring to such legislation as is amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.
- 1.3 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 Guild.
- 2. The Guild**
- The name of the company is Liverpool Guild of Students. In these Articles it is called “the Guild”.
- 3. Charitable Objects**
- The Guild’s charitable objects are the advancement of education of Students at the University of Liverpool for the public benefit by:-
- 3.1 providing opportunities for the expression of Student opinion and actively representing, supporting and advising Students;
- 3.2 acting as the recognised representative channel of communication between Students and the University of Liverpool and other external bodies;
- 3.3 promoting the interests and welfare of Students at the University of Liverpool;
- 3.4 facilitating social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students, and providing services and support for its Students; and

3.5 working with other students' unions and affiliated bodies.

4. **Powers**

To further its objects, but not otherwise, the Guild may:

4.1 provide services and facilities (including licensed facilities) for Members;

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

4.3 alone or with other organisations:

4.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies;

4.3.2 seek to influence public opinion; and

4.3.3 make representations to and seek to influence governmental and other bodies and institutions;

provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which an English charity may properly undertake and provided that the Guild complies with the Education Act and any guidance published by the Charity Commission;

4.4 write, make, commission, print, publish or distribute materials, or assist in these activities;

4.5 promote, initiate, develop and carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

4.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

4.7 provide or appoint others to provide guidance, representation and advocacy;

4.8 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;

4.9 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law);

4.10 borrow and raise money on such terms and security as the Guild may think suitable (subject to any consent required by law);

4.11 raise funds and invite and receive contributions from any person(s) provided that the Guild shall not undertake any taxable trading activities in raising funds;

4.12 trade in the course of carrying out any of its objects;

- 4.13 incorporate or acquire wholly owned subsidiary companies to carry on any taxable trade;
- 4.14 subject to Article 5, employ and pay employees and professionals or other advisors;
- 4.15 subject to Article 5, grant pensions and retirement benefits to employees of the Guild and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Guild and their dependants;
- 4.16 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 4.17 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.18 invest and deal with the Guild's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.19 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 4.19.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.19.2 every transaction is reported promptly to the Trustees;
 - 4.19.3 the performance of the investment is reviewed regularly by the Trustees;
 - 4.19.4 the Trustees are entitled to cancel the delegation at any time;
 - 4.19.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.19.7 the financial expert may not do anything outside the powers of the Trustees;
- 4.20 arrange for investments or other property of the Guild 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;
- 4.21 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;
- 4.22 open and operate banking 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;

- 4.23 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Guild's objects;
- 4.24 pay out of the funds of the Guild the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) 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 the Guild, including without limitation any liability to make a contribution to the Guild's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:
 - 4.24.1 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 penalty in respect of non-compliance with any requirements of a regulatory nature (however arising);
 - 4.24.2 any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
 - 4.24.3 any liability incurred by the Trustees to the Guild that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Guild or in the case of which they did not care whether it was in the best interests of the Guild or not; or
 - 4.24.4 in relation to any liability to make a contribution to the Guild's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Guild (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Guild would avoid going into insolvent liquidation;
- 4.25 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 4.26 co-operate with other charities and bodies and exchange information and advice with them;
- 4.27 make grants or loans of money and give guarantees;
- 4.28 set aside funds for special purposes or as reserves against future expenditure; and
- 4.29 pay out of the funds of the Guild the costs of forming and registering the Guild; and
- 4.30 do all such other lawful things as shall further the Guild's objects.

5. **Limitation on private benefits**

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

- 5.2 Except as provided below no part of the income and property of the Guild may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Guild. This shall not prevent any payment in good faith by the Guild of:
- 5.2.1 any payments made to any Member in their capacity as a beneficiary of the Guild;
 - 5.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Guild provided that if such Member is a Trustee Article 5.3 shall apply;
 - 5.2.3 interest on money lent by any Member to the Guild at a reasonable and proper rate; and
 - 5.2.4 any reasonable and proper rent for premises let by any Member to the Guild.
- 5.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Guild; be employed by, or receive any remuneration from, the Guild; or receive any other financial benefit from the Guild. This shall not prevent any payment in good faith by the Guild of:
- 5.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Guild;
 - 5.3.2 reasonable and proper out of pocket expenses of the Trustees;
 - 5.3.3 reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to the Guild 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 Trustees and Connected Persons under contracts of employment with the Guild;
 - (b) subject to Article 5.3.3(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 Connected Person the procedure described in Article 47 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
 - (e) subject to Article 5.6, 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

- (f) at all times the provisions of the Education Act are complied with;
 - 5.3.4 interest on money lent by any Trustee or Connected Person to the Guild at a reasonable and proper rate;
 - 5.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Guild;
 - 5.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.24;
 - 5.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 58; and
 - 5.3.8 any payments authorised in writing by the Charity Commission.
- 5.4 In Articles 5.2 and 5.3, references to the Guild shall be read as references to the Guild and/or any Subsidiary Company.
- 5.5 For any transaction authorised by Article 5.3 or Article 5.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Guild shall be disapplied provided the relevant provisions of Article 5.3 or Article 5.4 have been complied with.
- 5.6 Where a vacancy arises on the Board of Trustees with the result that Article 5.3.3 applies to more than half of the Trustees, the Guild may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Article 5.3.3 provided that the Guild uses all reasonable endeavours to fill the vacancy as soon as possible.

6. Reviewing and Amending the Articles

- 6.1 These Articles may not be altered and/or amended by the Guild without the written approval of University Council (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.
- 6.2 The Trustees and the University shall review the Articles every three years, with effect from the date that these Articles come into effect.

7. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Guild in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- 7.1 payment of the Guild's debts and liabilities contracted before he or she ceases to be a 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. **Winding Up**

If any property remains after the Guild has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Guild. It shall instead be given or transferred to the University of Liverpool, or if the University has ceased to exist some other charitable institution(s) having similar objects to those of the Guild 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 the Guild. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the Members of the Guild at or before the time of winding up or dissolution.

9. **Membership**

- 9.1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Members of the Guild. Thereafter, the Members of the Guild shall be as follows:

- 9.1.1 each and every Student who has not opted out by notifying the University of his or her wish not to be a Member of the Guild; and

- 9.1.2 the Sabbatical Trustees of the Guild.

- 9.2 A Member shall automatically cease to be a Member of the Guild when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to the University or the Guild in accordance with the Bye Laws and/or when he or she ceases to be a Sabbatical Trustee.

- 9.3 Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the officers and staff of the Guild, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the Registrar and Secretary and the Data Protection Officer of the University shall receive a copy of the written permission concerned and the information concerned.

- 9.4 A Member shall cease to be a Member:-

- 9.4.1 if he or she opts out in accordance with Article 9.2;

- 9.4.2 automatically on ceasing to be a Student; or

- 9.4.3 if he or she ceases to be a Sabbatical Trustee.

10. **Life Members**

Former Members of the Guild may become Life Members of the Guild. The Trustees shall determine the form of application for Life Membership from time to time and Life Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Life Members shall not be Members for the purposes of the Articles or the Companies Acts and shall not be entitled to vote on any matter.

11. **Associate Members**

11.1 The Trustees may admit and remove Associate Members.

11.2 The following persons may be admitted as Associate Members, as the Trustees think fit:-

11.2.1 alumni of the University;

11.2.2 past Members of the Guild; and

11.2.3 such persons as the Trustees consider to be friends of the Guild.

11.2.4 An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate. Associate Members shall not be Members for the purpose of these Articles or the Companies Acts and shall not be entitled to vote on any matter.

12. **Reciprocal Members**

The Trustees may grant reciprocal Membership to such members of other students' unions as the Trustees think fit. Such Reciprocal Members shall have the same rights as Associate Members and shall not be considered Members for the purposes of these Articles or the Companies Acts and shall not be entitled to vote on any matter.

13. **Honorary Life Members**

13.1 In accordance with Article 49.3.7 and the Bye Laws the Student Council may elect and remove Honorary Life Members of the Guild. These shall be such persons as the Student Council consider fit.

13.2 An application for Honorary Life Membership shall be made in the form to be determined by the Student Council from time to time and Honorary Life Membership shall be subject to such rights and obligations as the Student Council consider appropriate.

13.3 Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

14. **Patron**

14.1 The Student Council may by a resolution of those present and voting appoint and remove any person as a patron of the Guild and on such terms as it shall think fit, subject to ratification by the Trustees.

14.2 A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Guild or the annual Members' meeting as if a Member and shall also have the right to receive accounts of the Guild when available to Members.

15. **Annual Members' Meeting**

15.1 The Guild shall hold an annual Members' meeting once in each calendar year which shall be called and held in accordance with the Bye-Laws. The annual Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend. Any annual Members' meeting held under this Article shall not be a general meeting of the Guild for the purposes of the Companies Acts.

15.2 The business to be dealt with at the annual Members' meeting shall include:-

15.2.1 receiving the Accounts;

15.2.2 receiving the Trustees' Report;

15.2.3 approval of affiliations;

15.2.4 appointment of the Auditors (if relevant); and

15.2.5 open questions to Trustees.

16. **General meetings**

The Trustees may call a general meeting at any time. The Trustees must call a general meeting if:

16.1 requested to do so by the Members provided such request is signed by at least 3% of Members having the right to attend and vote at general meetings;

16.2 required to do so by the Members under the Companies Acts; or

16.3 requested to do so by the Student Council provided such request has been approved by a majority vote of the Student Council.

17. **Length of Notice**

General meetings shall be called by:

17.1 at least 14 clear days' written notice; or

17.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the Members.

18. **Contents of Notice**

Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be dealt with. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Guild there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting.

19. **Service of Notice**

Notice of general meetings shall be given to every Member, to the Trustees, to any patron(s) and to the auditors of the Guild.

20. **Proceedings at General Meetings**

20.1 No business shall be dealt with at any general meeting unless there is a quorum of at least 3% of the total membership (represented in person or by proxy) entitled to vote upon the business.

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

20.3 The Student Council Chair or in his or her absence the Guild President shall chair the meeting, but if neither the Student Council Chair nor the Guild President is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of the Sabbatical Trustees to be chair and, if there is only one Sabbatical Trustee present and willing to act, he or she shall be chair.

20.4 If no Sabbatical Trustee is willing to act as chair, or if no Sabbatical Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting.

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

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

20.7 The chair of the meeting may permit other persons who are not Members of the Guild to attend and speak at any general meeting.

20.8 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to

time and from place to place, but no business shall be dealt with at an adjourned meeting other than the business which might properly have been dealt with at the original meeting. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

21. **Voting: general**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

22. **Poll**

22.1 A poll on a resolution may be demanded:

22.1.1 in advance of the general meeting where it is to be put to the vote; or

22.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

22.2 A poll may be demanded by:

22.2.1 the chair of the meeting;

22.2.2 the Trustees;

22.2.3 two or more persons having the right to vote on the resolution;

22.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or

22.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

22.3 A demand for a poll may be withdrawn if:

22.3.1 the poll has not yet been taken; and

22.3.2 the chair of the meeting consents to the withdrawal.

22.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

23. **Voting**

23.1 On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every Member present in person or by proxy shall have one vote.

23.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

24. Errors and disputes

24.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

24.2 Any such objection must be referred to the chair of the meeting whose decision is final.

25. Content of proxy notices

25.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:

25.1.1 states the name and address of the Member appointing the proxy;

25.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;

25.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

25.1.4 is delivered to the Guild in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

25.2 The Guild may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

25.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

25.4 Unless a proxy notice indicates otherwise, it must be treated as:

25.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

25.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

26. Amendments to resolutions

26.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

26.1.1 notice of the proposed amendment is given to the Guild in writing by a person entitled to vote at the general meeting at which it is to be proposed not less

than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

26.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

26.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

26.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

26.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

26.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

27. **Written Resolutions**

27.1 Subject to Article 27.5, a written resolution of the Guild passed in accordance with this Article shall have effect as if passed by the Guild in general meeting.

27.2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members.

27.3 A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.

27.4 In relation to a resolution proposed as a written resolution of the Guild the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.

27.5 A Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

27.6 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Guild's auditors in accordance with the Companies Acts.

27.7 A Member signifies their agreement to a proposed written resolution when the Guild receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that:

27.7.1 if the document is sent to the Guild in hard copy form, it is authenticated if it bears the Member's signature; and

27.7.2 if the document is sent to the Guild by electronic means, it is authenticated if it is from the Member's University email address or if the identity of the Member is confirmed in a manner specified by the Trustees.

27.8 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.

27.9 A proposed written resolution lapses if it is not passed within 48 days beginning with the circulation date.

28. **Appointment of Trustees**

Those persons notified to the Registrar of Companies as the first directors of the Guild shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:-

28.1 Not more than four Sabbatical Trustees appointed in accordance with Article 29;

28.2 Not more than four Student Trustees appointed in accordance with Article 30; and

28.3 Not more than four Co-opted Trustees appointed in accordance with Article 31.

28.4 Prior to his or her appointment, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing to act as a trustee of the Guild.

29. **Sabbatical Trustees**

29.1 Up to four Sabbatical Trustees shall be elected by secret ballot by the Members of the Guild at an election held in accordance with the Bye Laws and shall remain in office for a term of usually twelve months, as specified in the Bye Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. At the same time as commencing the term of office as Trustee the Sabbatical Trustee will enter into a contract of employment with the Guild for a term to be determined by the Bye Laws.

29.2 One Sabbatical Trustee shall be elected to the post of Guild President. The remaining Sabbatical Trustees shall be elected to such full-time posts as are specified in the Bye Laws of the Guild from time to time.

29.3 Subject to the transitional changes in the term of office as set out in Article 29.1:-

29.3.1 Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Members at an election to be held in accordance with the Bye Laws. A Sabbatical Trustee's terms of office may be either consecutive or non-consecutive; and

29.3.2 the maximum total term that a Sabbatical Trustee may serve is twenty four months.

29.4 Each Sabbatical Trustee must be a Member at the time of his or her election.

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

29.6 A Sabbatical Trustee shall become a Member of the Guild for a term of one year on the commencement of his or her appointment or re-appointment as a Sabbatical Trustee.

29.7 The duties and payment of each Sabbatical Trustee shall be as set out in the Bye Laws (as amended from time to time).

30. **Student Trustees**

30.1 Up to four Student Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye Laws and shall remain in office for a term of usually twenty four months as specified in the Bye Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end.

30.2 Student Trustees may be re-elected for further non-renewable terms of usually twenty four months. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. A Student Trustee’s terms of office may be either consecutive or non-consecutive. The maximum total term that a Student Trustee may serve is eight years.

30.3 Each Student Trustee must be a Member of the Guild at the time of his or her election.

30.4 A Student Trustee shall cease to hold office automatically on ceasing to be a Student.

31. **Appointment of Co-opted Trustees**

31.1 The Trustees shall co-opt by a simple majority up to four such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees. Unless their appointment is terminated in accordance with Articles 41 or 43, Co-opted Trustees shall remain in office for terms of up to four years calculated from the date of appointment.

31.2 At the end of their term of office, Co-opted Trustees shall be eligible for reappointment by a simple majority of the Trustees for a further term of up to 4 years, but shall not be eligible for reappointment once they have served a maximum aggregate term of 8 years. A Co-opted Trustee’s terms of office may be either consecutive or non-consecutive.

31.3 In exercising their powers under Articles 31.1 and 31.2 the Trustees shall have regard to recommendations made by an Appointments Committee constituted under the Bye Laws.

32. Powers and Duties of the Board of Trustees

- 32.1 The Board shall be responsible for overseeing the management and administration of the Guild and (subject to the Education Act, these Articles and the Bye Laws) may exercise all the powers of the Guild. 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. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 32.2 The Board's powers under Article 32.1 shall include but not be limited to ultimate responsibility for:-
- 32.2.1 the governance of the Guild;
 - 32.2.2 the budget of the Guild; and
 - 32.2.3 setting the strategy and direction of the Guild.
- 32.3 The Board of Trustees may override any decision or Policy made by the Members at an annual Members' meeting or by ordinary resolution in general meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 32.3.1 has or may have any financial implications for the Guild;
 - 32.3.2 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);
 - 32.3.3 is not or may not be in the best interests of the Guild or all or any of its charitable objects; or
 - 32.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 32.2.
- 32.4 The Board shall provide the Student Council with a regular update of its meetings and decisions (and at least four such updates a year) either orally or in writing.
- 32.5 The Board shall recognise such student activity groups as meet the requirements and rules outlined in the Bye Laws and as do not contravene the Guild's charitable objects.
- 32.6 The Trustees may appoint any person to be the agent of the Guild for such purposes and on such conditions as they determine.
- 32.7 No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified from acting.

33. Bye Laws

- 33.1 The Trustees shall have the power from time to time to make, repeal or alter Bye Laws as to: the management of the Guild and its affairs; the duties of any officers or

employees of the Guild; the financial procedures of the Guild; the conduct of business by the Trustees, the Student Council; any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Bye Laws shall:

33.1.1 not be inconsistent with the Articles;

33.1.2 be consistent with Guild strategy;

33.1.3 be subject to consultation with the Members. No such Bye Law shall be valid until such a consultation exercise has taken place and the Trustees have considered comments and suggestions from Members arising out of the consultation exercise;

33.1.4 be subject to written approval of the Student Council (such approval not to be unreasonably withheld or delayed) and no such Bye Laws shall be valid until such approval has been obtained; and

33.1.5 be subject to consultation with the member of the Senior Management Team of the University primarily responsible for liaison with the Guild, or his or her designated representative, who will have a right of veto in relation to the University's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.

34. Delegation of Trustees' Powers

34.1 The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:-

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

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

34.1.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and

34.1.4 all delegations shall be revocable at any time; and

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

34.2 The meetings and proceedings of any committee shall be governed by the provisions of the Articles and the Bye Laws regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any regulations made by the Trustees).

35. Resources & Audit Committee

35.1 The Trustees shall establish a Resources & Audit Committee.

35.2 The Resources & Audit Committee shall be made up of the following persons:

35.2.1 the Honorary Treasurer;

35.2.2 the President; and

35.2.3 at least one other Trustee.

35.3 The Honorary Treasurer will be the chair of the Resources & Audit Committee unless another Trustee is appointed as chair by a resolution of the Trustees. The Trustees may at any time remove the chair from office.

35.4 The Trustees may by a resolution of those present and voting invite the Chief Executive of the Guild to attend and speak (but not vote) at meetings of the Resources & Audit Committee.

35.5 The Trustees may by a resolution of those present and voting appoint any person willing to so act as an External Advisor to the Resources & Audit Committee. External Advisors may attend and speak (but not vote) at meetings of the Resources & Audit Committee.

35.6 Subject to Article 35.6.2, the Trustees may delegate all financial matters to the Resources & Audit Committee, including:

35.6.1 all matters relating to the remuneration of employees of the Guild; and

35.6.2 the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that the Resources & Audit Committee shall not incur expenditure on behalf of the Guild except in accordance with a budget which has been approved by the Trustees.

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

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

36.1 the delegated power shall be to manage the Guild 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;

36.2 the Trustees shall provide the Chief Executive with a description of his or her role and the extent of his or her authority;

36.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Guild and provide them regularly with management accounts sufficient to explain the financial position of the Guild; and

36.4 the Trustees shall provide the Chief Executive with a performance management structure to aid his or her work plan and development.

37. Chairman and Honorary Officers

37.1 The President will be the Trustee Chair. The Sabbatical Trustees and the Student Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.

37.2 The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

38. Honorary Treasurer

38.1 The Trustees shall appoint a Co-opted Trustee to be Honorary Treasurer and may at any time remove him or her from office.

38.2 The Honorary Treasurer shall be responsible for the following:

38.2.1 chairing the Resources & Audit Committee;

38.2.2 acting as advisor to the Trustee Chair; and

38.2.3 such other duties as are set out in the Bye Laws of the Guild from time to time.

39. Proceedings of Trustees

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

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

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

39.4 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting. The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings shall be six Trustees comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Sabbatical Trustees and Student Trustees over the number of Co-opted 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 six.

- 39.5 The Trustees or a sole Trustee may continue to act despite any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.
- 39.6 Unless he or she is unwilling to do so, the Trustee Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint another Trustee to chair the meeting.
- 39.7 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (apart from the selection or election procedure) or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 39.8 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 39.9 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 39.10 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.
- 39.11 The Trustees may invite the Chief Executive of the Guild to attend and speak at meetings of the Board of Trustees. The Chief Executive shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.
- 39.12 The Trustees shall hold a minimum of four meetings in any Academic Year.
40. **Written and Email approval of resolutions**
- 40.1 A resolution in writing signed by all the Trustees or of a committee of Trustees, except for any Trustee who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a Conflict of Interest or otherwise), shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

40.2 A Trustees' resolution which is approved in whole or in part by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:

40.2.1 such a resolution must be approved by email by all of the Trustees, except for any Trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present (whether as a result of a conflict of interest or otherwise);

40.2.2 if as a result of Article 40.2.1 approval of a resolution is not received from any Trustees who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which he or she was present, it must be received from at least as many Trustees as would have been needed to form a quorum if the resolution had been put to a meeting;

40.2.3 notice of all proposed resolutions must be given to all of the Trustees;

40.2.4 approval from each Trustee entitled to give his or her approval must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

40.2.5 approval from a Trustee by e-mail must be sent from an email address previously notified by that Trustee by post, fax or in person to the Chief Executive as intended for use by that Trustee for the purpose of sending such email confirmations;

40.2.6 following receipt of a response on any resolution from each of the Trustees entitled to give his or her approval, the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article 40; and

40.2.7 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

41. Disqualification and Removal of Trustees

41.1 The office of a trustee shall be vacated if

41.1.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;

41.1.2 he or she becomes prohibited by law from being a charity trustee;

41.1.3 in the case of an Officer Trustee, he or she ceases to be an employee of the Guild;

41.1.4 in the case of a Student Trustee, he or she ceases to be a Student;

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

41.1.6 he or she is or may be suffering from mental ill health and the Trustees reasonably believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result the Guild is put at risk and the Trustees therefore resolve that he or she be removed for this reason;

41.1.7 he or she resigns his or her office by notice to the Guild (but only if at least two trustees will remain in office when the notice of resignation is to take effect);

41.1.8 he or she is absent from two consecutive meetings of the trustees without good cause and the Trustees therefore resolve that he or she be removed for this reason; or

41.1.9 he or she is removed from office under Articles 42 to 44.

42. Removal of Sabbatical Trustees

42.1 The office of a Sabbatical Trustee shall be vacated if

42.1.1 a secure petition for a motion of no confidence in the Sabbatical Trustee is signed by at least 3% of the Members and the motion of no confidence is passed by Referendum in accordance with the Bye Laws requiring a simple two-thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Sabbatical Trustee from office; or

42.1.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Guild in accordance with the Bye Laws. Such a resolution will be passed by a simple majority of the Trustees. The Sabbatical Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

43. Removal of Co-opted Trustees

43.1 The office of Co-opted Trustee shall be vacated if:-

43.1.1 a secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 3% of the Members and the motion of no confidence is passed by Referendum in accordance with the Bye Laws, requiring a simple two thirds majority of Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Co-opted Trustee from Office; or

43.1.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Guild in accordance with the Bye Laws. Such a resolution will be passed by a simple majority of the Trustees.

The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

44. Removal of Student Trustees

44.1 The office of a Student Trustee shall be vacated if:

44.1.1 a secure petition for a motion of no confidence in the Student Trustee is signed by at least 3% of the Members of the Guild and the motion of no confidence is passed by a Referendum in accordance with the Bye Laws requiring a simple two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Trustee from office; or

44.1.2 he or she is removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Guild in accordance with the Bye Laws. Such a resolution will be passed by a simple majority of the Trustees. The Student Trustee concerned shall not vote on the resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

45. Rights of Removed Trustee

45.1 A resolution to remove a Trustee in accordance with Articles 42.1.2, 43.1.2 or 44.1.2 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the other trustees.

45.2 A Trustee removed from office in accordance with Articles 42.1.2, 43.1.2 or 44.1.2 only shall be entitled to appeal the decision to remove him or her to an Appeal Committee within 14 days of the resolution. The Appeal Committee shall be made up of the following persons:

45.2.1 one member of the University Council;

45.2.2 the Student Council Chair; and

45.2.3 one external member.

45.3 The members of the Appeal Committee must not have been involved in the original decision to remove and its procedures will be as set out in the Bye Laws.

45.4 A resolution of the Appeal Committee approving or not approving the removal shall be made in accordance with the procedure set out in the Bye Laws.

45.5 If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such resolution is not passed, that Trustee shall continue to be a Trustee and be

subject to the requirements of these Articles as if no resolution to remove the Trustee had been passed.

46. Replacement of Trustees

- 46.1 If a Sabbatical Trustee or a Student Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Guild will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Bye Laws of the Guild.
- 46.2 If a Student Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye Laws of the Guild, may appoint any Student it considers appropriate to fill the vacancy. A Student Trustee appointed in accordance with this Article shall remain in office until the next elections are held and the newly-appointed Student Trustee takes office. If that person is not elected as a Student Trustee, he or she will automatically cease to be a Trustee when the newly-elected Trustee takes office.
- 46.3 If a Sabbatical Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, an Appointments Committee established in accordance with the Bye Laws may appoint any Student it considers appropriate to fill the vacancy to act as a Trustee of the Charity. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Charity only. He or she shall not take on the wider role of Sabbatical Officer of the Guild undertaken by the former Sabbatical Trustee and shall not be paid. A Trustee appointed in accordance with this Article shall remain in office until the next elections are held and the newly appointed Sabbatical Trustee takes office. If that person is not elected as a Trustee, he or she will automatically cease to be a Trustee when the newly-appointed Sabbatical Trustee takes office.

47. Conflicts of Interest

- 47.1 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
- 47.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 48 he or she must:
- 47.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - 47.2.2 not be counted in the quorum for that part of the meeting or decision-making process; and
 - 47.2.3 withdraw during the vote and have no vote on the matter.

47.3 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

47.4 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Guild by withholding confidential information from the Guild if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

48. **Trustees' power to authorise a conflict of interest**

48.1 The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

48.1.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and

48.1.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;

provided that when deciding to give such authorisation the provisions of Article 47 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.

48.2 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with this Article then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

48.3 A Trustee shall not be accountable to the Guild for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with this Article (subject to any limits or conditions to which such approval was subject).

49. **Student Council**

49.1 The Student Council shall be made up of such Students as have been elected to the Student Council in accordance with the Bye Laws. No Member may hold more than one seat on the Student Council at any one time. Removal of any member of the Student Council shall be in accordance with the Bye Laws.

49.2 The Chair of the Student Council shall be elected in accordance with the Bye Laws and shall remain in office for a term to be specified in the Bye Laws.

49.3 The Student Council shall have the authority to:

49.3.1 make recommendations to the Trustees;

- 49.3.2 review and scrutinise the decisions and actions of the Trustees;
 - 49.3.3 make non-binding motions of no-confidence in one or a number of Trustees;
 - 49.3.4 co-ordinate Community Forums;
 - 49.3.5 co-ordinate Overview & Scrutiny;
 - 49.3.6 co-ordinate Advisory Groups;
 - 49.3.7 appoint Honorary Life Members of the Guild in accordance with Article 13;
 - 49.3.8 appoint a patron of the Guild in accordance with Article 14;
 - 49.3.9 promote the rights of Members;
 - 49.3.10 discuss and debate issues pertinent to Students; and
 - 49.3.11 consider any business referred to the Student Council by the Trustees or other Guild bodies.
- 49.4 The Student Council shall meet in accordance with the Bye Laws as amended from time to time.
- 49.5 The Student Council shall provide the Board with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.
- 50. Removal of a Student Council Member**
- The office of a Student Council Member shall be vacated if:
- 50.1 a secure petition for a motion of no confidence in the Student Council Member is signed by at least 3% of the Members of the Guild and the motion of no confidence is passed by a Referendum in accordance with the Bye Laws requiring a two-thirds majority of the Members voting on the motion, provided that 3% or more of the total Membership votes to remove the Student Council Member from office; or
 - 50.2 he or she is removed in accordance with the Bye Laws.
- 51. Referenda**
- 51.1 All Members of the Guild shall be entitled to vote in a Referendum called in accordance with Articles 42.1.1, 43.1.1, 44.1.1 and 50.1 and the Bye Laws.
 - 51.2 Referenda may be called to determine the following:
 - 51.2.1 In accordance with Article 42.1.1, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of 3% of Members will be required to validate the Referendum and a majority of two thirds will be required for the motion to be approved;

- 51.2.2 In accordance with Article 43.1.1, to pass a motion of no confidence in a Co-Opted Trustee, a quorum of 3% of Members will be required to validate the Referendum and a majority of two thirds will be required for the motion to be approved;
 - 51.2.3 In accordance with Article 44.1.1, to pass a motion of no confidence in a Student Trustee, a quorum of 3% of Members will be required to validate the Referendum and a majority of two thirds will be required for the motion to be approved;
 - 51.2.4 In accordance with Article 50.1, to pass a motion of no confidence in a Student Council Member, a quorum of 3% of Members will be required to validate the Referendum and a majority of two thirds will be required for the motion to be approved;
 - 51.2.5 To agree Policy referred to Referendum by the Trustee Board or Student Council, a quorum of 3% of Members will be required to validate the Referendum and simple majority of those Members voting; and
 - 51.2.6 In accordance with the Bye Laws, to call a Referendum on affiliations with agreement of 5% of the membership through a Secure Petition.
- 51.3 Referendum can be called on any issue by the following:
- 51.3.1 a simple majority of the Trustee Board;
 - 51.3.2 a two thirds majority of the Student Council;
 - 51.3.3 a simple majority of Members present and voting in an annual Members' meeting with a quoracy of 3% of the membership; or
 - 51.3.4 a Secure Petition signed by 3% of the Members.
- 51.4 Subject to Article 32.3, the Members may set Policy by Referenda. Policy set by Referenda may be overturned by Policy set by the Members in general meeting or at an annual Members' meeting.

52. **University Council**

Subject to University Statutes, the President shall be entitled to be a member of the University Council.

53. **Secretary**

- 53.1 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:
 - 53.1.1 anything authorised or required to be given or sent to, or served on, the Guild by being sent to its Secretary may be given or sent to, or served on, the Guild

itself, and if addressed to the Secretary shall be treated as addressed to the Guild; and

53.1.2 anything else required or authorised to be done by or to the Secretary of the Guild may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

54. Minutes

54.1 The Trustees shall keep minutes of all proceedings at general meetings of the Guild and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The chair of the meeting or the chair of the next succeeding meeting, shall sign the minutes, and any minutes which purport to be so signed will be sufficient evidence of the proceedings.

54.2 The minutes referred to in Article 54.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

54.3 The minutes of the meetings referred to in Article 54.1 above shall normally be considered open and shall be available to the Members on the Guild'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 Guild's offices.

54.4 The Members of the Guild have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 54.1 which are made available to the Members.

55. Accounts and Reports

55.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a 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:

55.1.1 annual reports;

55.1.2 annual returns; and

55.1.3 annual statements of account.

56. Communications by and to the Guild

56.1 Subject to the provisions of the Companies Acts and these Articles a document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Guild) by making it available on a website, provided that:

56.1.1 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or

specifically) that the document or information may be sent in that form and has not revoked that agreement; and

56.1.2 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if:

- (a) the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner; or
- (b) the recipient is deemed to have so agreed in accordance with the Companies Acts.

56.2 Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Guild's register of Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member, provided that:

56.2.1 a Member whose registered address is not within the United Kingdom and who gives to the Guild an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Guild; and

56.2.2 the Guild is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address.

56.3 Any document to be served on the Guild by a Member under the Articles may be served:

56.3.1 in the case of documents in hard copy form, by sending or delivering them to the Guild's registered office or delivering them personally to an officer or Trustee of the Guild; or

56.3.2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the Members for that purpose provided that the Trustees are satisfied as to the identity of the Member (and the Trustees have discretion to specify how such identity should be confirmed).

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

56.5 Where any document or information is sent or supplied:

56.5.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;

- 56.5.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and
 - 56.5.3 by means of a website, service or delivery shall be deemed to be effected when:
 - 56.5.4 the material is first made available on the website; or
 - 56.5.5 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.
- 56.6 Where any document or information has been sent or supplied by the Guild by electronic means and the Guild receives notice that the message is undeliverable:
- 56.6.1 if the document or information has been sent to a Member and is notice of a general meeting of the Guild or a copy of the annual report and accounts of the Guild, the Guild is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Guild's register of Members, but may in its discretion choose to do so; and
 - 56.6.2 in all other cases, the Guild will send a hard copy of the document or information to the Member's postal address as shown in the Guild's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person.
- 56.7 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.

57. Disciplinary Procedure

- 57.1 The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Bye Laws.
- 57.2 All Members and all Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events organised by the Guild.
- 57.3 The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of membership of the Guild.

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 the Guild may be indemnified out of the assets of the Guild against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Guild, 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.

59. **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 unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

60. **Exclusion of model articles**

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