



Students' Union

University of the Arts London

(AN UNINCORPORATED ASSOCIATION)

THE CONSTITUTION

ARTICLES OF GOVERNANCE

THE UNION

1. There shall be a Students' Union in the name of Students' Union, University of the Arts London (here after called "the Union").
2. The Union is devoted to the educational interests and welfare of its members.
3. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner.
4. The members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all the Trustees. The Board of Trustees will give the utmost consideration to the views of members.

Aims & Objects

5. The aims and objects of the Union are the advancement of education of students at The University of the Arts London for the public benefit by:-
 - 5.1. Promoting the interests and welfare of students at the University during their course of study and representing, supporting and advising members.
 - 5.2. Providing social, cultural, sporting and recreational activities for members.
 - 5.3. Promoting and encouraging contact and co-operation between students.
 - 5.4. Being the recognised representative channel between students and the University of the Arts London and any other external bodies.

Equal Opportunities

6. The Union will seek at all times to:-
 - 6.1. pursue its aims and objectives independent of any political party or religious group;
 - 6.2. ensure that the diversity of its membership is recognised and that equal access is available to all members of whatever origin or orientation;
 - 6.3. pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.

Powers

7. To further its Objects, but not for any ultra vires purpose, the Union may:-
 - 7.1. provide services and facilities for members;
 - 7.2. establish, support, promote and operate a network of student activities for Members;
 - 7.3. Alone or with other organisations:
 - 7.3.1. Carry out campaigning activities in relation to the development and implementation of appropriate policies;
 - 7.3.2. Seek to influence public opinion; and
 - 7.3.3. 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 the activities which an English charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
 - 7.4. write, make, commission, print, publish or distribute materials or assist in these activities;
 - 7.5. promote, initiate, develop and carry out educational activities and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 7.6. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
 - 7.7. provide or appoint others to provide guidance, representation and advocacy;
 - 7.8. purchase, lease, hire or receive property including land buildings and equipment and equip it for use;
 - 7.9. sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law);
 - 7.10. borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
 - 7.11. raise funds and invite and receive contributions from any person(s) provided that the Union shall not carry out any taxable trading activities in raising funds;
 - 7.12. trade in the course of carrying out any of its objects;
 - 7.13. incorporate wholly owned subsidiary companies to carry on any taxable trade;
 - 7.14. subject to clause 7 employ and pay employees and professionals or other advisors;
 - 7.15. grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
 - 7.16. set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage such charity(ies), subscribe, lend or guarantee money to such charities;
 - 7.17. undertake and execute any charitable trusts which may lawfully be undertaken by it;
 - 7.18. invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;

- 7.19. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 7.19.1. the investment policy is set down in writing for the financial expert by the Trustees;
 - 7.19.2. every transaction is reported promptly to the Trustees;
 - 7.19.3. the performance of the investment is reviewed regularly by the Trustees;
 - 7.19.4. the Trustees are entitled to cancel the delegation at any time;
 - 7.19.5. the investment policy and the delegation arrangements are reviewed at least once a year by the Trustees;
 - 7.19.6. 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
 - 7.19.7. the financial expert may not do anything outside the powers of the Trustees;
 - 7.20. arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
 - 7.21. 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;
 - 7.22. 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;
 - 7.23. purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects;
 - 7.24. incorporate and transfer all its assets to a charitable limited liability legal entity;
 - 7.25. pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them individually) 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 Union provided that no such insurance shall extend to 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 noncompliance with any requirement of a regulatory nature (however arising); 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; or any liability incurred by the Trustees to the Union 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 Union or in the case of which they did not care whether it was in the best interests of the Union or not.
 - 7.26. do all such other lawful things as shall further the Union's objects.
8. The income and property of the Union shall be applied solely towards the promotion of its objects. No part shall be paid or transferred directly or indirectly to members of the Union except for payment in good faith of:-
- 8.1. any payment made to any beneficiary of the Union (including a member);

- 8.2. reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member or employee of the Union;
- 8.3. interest on money lent to the Union at a reasonable and proper rate per annum;
- 8.4. any reasonable and proper rent for premises let to the Union;
- 8.5. fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a member of his or her immediate family holds one per cent or less of the capital;
- 8.6. reasonable and proper out-of-pocket expenses of Trustees: including reasonable travelling, hotel and other expenses properly incurred by them in connection with their discharge of their duties as Trustees;
- 8.7. reasonable and proper premiums in respect of indemnity insurance;
- 8.8. the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the Trustee benefit under this provision and provided that any such Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion; and
- 8.9. reasonable and proper remuneration to any Officer Trustee to be remunerated by the Union from time to time but:
 - 8.9.1. only if the procedure described in Article 67 is followed in relation to the Officer Trustees; and
 - 8.9.2. provided that this provision may not apply to more than four Officer Trustees in any financial year at any one time; and
 - 8.9.3. subject always to the provisions of section 22 of the Education Act

Winding Up

9. If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Union. It shall instead be given or transferred to the University of the Arts London, or if the University of the Arts London has ceased to exist some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles of Governance impose upon the Union. The institution or institutions which are to benefit if the University of the Arts London has ceased to exist shall be chosen by the members of the Union at or before the time of winding up or dissolution.

MEMBERSHIP

10. The Members of the Union shall be as follows:
 - 10.1. Each and every Student of the University who has not opted out by notifying the University of his or her wish not to be a member of the Union;
 - 10.2. The Officer Trustees of the Union shall become a Member of the Union for a term of one year on the commencement of his or her appointment or re-appointment as Officer Trustee.
11. A member shall automatically cease to be a member following any of the following;

- 11.1. when he or she ceases to be a Student
- 11.2. when he or she subsequently opts out of membership by giving written notice to the Union in accordance with the Bye-Laws and/or
- 11.3. when he or she ceases to be an Officer Trustee.
12. Members' details shall be entered in a Register of Members.
13. Members of the Union shall be entitled to the benefits set out in the Code of Practice.
14. Membership rights of members maybe withdrawn or suspended in accordance with the Bye-laws.

Life Members

15. Former Members, and staff of the Union may become Life Members of the Union.
16. The Executive Committee shall determine the form of application for Life Membership and Life Membership shall be subject to such rights and obligations as the Executive Committee consider appropriate.
17. Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.
18. The Executive Committee has the power to revoke Life Membership.

Honorary Members

19. University Staff will be Honorary Members
20. An Application for Honorary Membership outside of the University will be determined by the Executive Committee from time to time and Honorary Membership shall be subject to such rights and obligations as the Executive consider appropriate.
21. Honorary Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

ANNUAL GENERAL MEETINGS

22. The Union shall hold an Annual General Meeting once in each calendar year. Not more than 18 months shall pass between the date of one Annual General Meeting and the next.
23. The Annual General Meeting shall be held at such time and place as the Trustees think suitable to allow the maximum number of Members to attend.

Length of Notice

24. An Annual General Meeting shall be called and clearly advertised by at least 14 clear days' written notice.

Contents of Notice

25. Every notice calling an Annual General Meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted. This shall include:-
 - 25.1. Ratification of minutes of previous AGM;
 - 25.2. Receiving the Trustees' Report;
 - 25.3. Receiving the Accounts;
 - 25.4. Appointment of the Auditors;
 - 25.5. Reviewing List of Affiliations;

- 25.6. Open questions to the Trustees by the Members.
- 25.7. Receive notification of changes made to the Articles, Bye-Laws or Guidance Documents since the last meeting.

Service of Notice

26. Notice of Annual General Meetings shall be given to every Member and to the Trustees of the Union. Every Member has the right to attend Annual General Meetings and the right to vote.

Proceedings at Annual General Meetings

27. No business shall be transacted at any Annual General Meeting unless a quorum is present.
28. Quorum shall be Ten Members entitled to vote upon the business to be transacted, (but excluding Trustees)
29. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be adjourned and notice that two consecutive meetings have not reached quorum should be given to the Executive Committee who shall constitute the AGM.
30. The chair of the Trustee Board, or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustee present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair.
31. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.
32. A Trustee may, even if not a Member, attend and speak at any general meeting.
33. The chair 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 transacted at an adjourned meeting other than business which might properly have been transacted at the initial meeting had the adjournment not taken place.
34. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Votes at Annual General Meetings

35. Every Member shall have one vote.
36. A resolution put to the vote of a meeting shall be decided on a show of hands, or if requested by secret ballot.
37. No Member may vote on any matter in which he or she is personally interested, or debate on such a matter without in either case the permission of the majority of the Members present in person at the meeting, such permission to be given or withheld without discussion.

38. Membership of activity groups of the Union and any related benefit to such Members shall not constitute a personal interest for the purposes of these Articles.

Extraordinary General Meeting

39. Any member may call an Extraordinary General Meeting for the purpose of Open questions to the Trustees by the Members, and in accordance with the following procedure:
- 39.1. The Trustees shall organise an Extraordinary General Meeting if a EGM Petition is signed by at least 100 of the Members of the Union. Regulations and provisions for EGM Petitions are further defined in the Bye-Laws
- 39.2. An EGM should take place within 2 HE term time weeks of the Union receiving the completed EGM Petition

REFERENDUM

40. Policy shall be set by Referenda of the Members in accordance with the Bye-Laws
41. The Union shall hold Ordinary Referendum as a minimum three times every Academic Year, as further defined in the Bye-Laws.
42. Extraordinary Referendum can be called for in addition to the Ordinary Referendum, as further defined in the Bye-Laws.
43. Referenda can rescind a decision made by the Executive Committee and
44. Referenda can overturn Referenda
45. Policy shall last for three years unless it is overturned.
46. Any current policy should be submitted to the closest *Executive Committee Referendum Meeting* prior to the lapse date of that policy.
47. Policy is only subject to the authority of the Trustee Board on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union.

THE EXECUTIVE COMMITTEE

Powers & Role

48. The Executive shall have the authority to:
- 48.1. represent the voice of Students.
- 48.2. execute the Policy of the Union, and refer Policy to referenda of the Members (in accordance with the Bye-Laws).
- 48.3. amend the Bye-Laws subject to Article 48.
- 48.4. receive a quarterly report from the Trustees; and
- 48.5. Set up a sub-group to appoint Honorary & Life Members in accordance with the Bye-laws;
49. The Executive Committee's responsibility shall include but not be limited to the following:-
- 49.1. Representational: to promote and defend the rights of Members.
- 49.2. Campaigning: to campaign on issues affecting Members.

Composition

50. The composition of the Executive Committee shall be as set out in the Bye-Laws.
51. No Member may hold more than one seat on the Executive Committee at any one time.
52. The members of the Executive Committee shall be appointed in accordance with the Bye-Laws.

Proceedings

53. The Executive Committee shall meet in accordance with the Bye- Laws.
54. Quorum shall be fifty percent of the total elected membership, with at least one being a non Officer Trustee
55. Decisions made by The Executive Committee are only subject to the authority of the Trustee Board on the following grounds:
 - 55.1. financial or staffing considerations
 - 55.2. charity or education law or other legal requirements (including ultra vires);
 - 55.3. reputation of the Union.

DEMOCRACY SCRUTINY COMMITTEE

Powers & Role

56. The Democracy Scrutiny Committee shall have the authority to:
 - 56.1. to act as the formal committee dealing with discipline and resignation of officers.
 - 56.2. to hold The Executive Committee to account for its representational work
 - 56.3. to scrutinise the decisions made by the Executive on Referenda where complaints have been received
 - 56.4. to act as part of appeal board where an appeal has been made on a decision made by the Returning Officer in relation to Elections or Referenda.

Composition

57. The composition of the Democracy Scrutiny Committee shall be as set out in the Bye Laws.

Proceedings

58. The Democracy Scrutiny Committee shall meet in accordance with the Bye-Laws.

THE TRUSTEE BOARD

Powers of the Trustee Board

59. The Trustee Board shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, the Articles of Governance and Bye-laws) may exercise all the powers of the Union.
60. No alteration of the Articles, Bye-Laws or Guidance Documents shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

61. A meeting of the Trustee Board at which a quorum is present may exercise all powers exercisable by the Trustees.
62. The Trustee Board's powers under Article 59 shall include but not be limited to ultimate responsibility for:-
 - 62.1. The governance of the Union.
 - 62.2. The budget of the Union including financial policies
 - 62.3. Strategy of the Union,
 - 62.4. The legal responsibilities of the Union
 - 62.5. The staffing of the Union including staffing policies
63. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

Composition of the Trustee Board

64. There shall be at least five but not more than nine Trustees
65. The Trustees shall be made up of the following persons:-
 - 65.1. Not more than four Officer Trustees,
 - 65.2. Not more than three Student Trustees and
 - 65.3. Not more than two and no less than one External Trustees
66. No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified in accordance with Article 83 or otherwise.

Officer Trustees

67. Officer Trustees shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws.
68. The Officer Trustees shall be elected to posts set out in the Bye-Laws.
69. Each Officer Trustee must be a Member of the Union at the time of his or her election.
70. Officer Trustees shall remain in office for a term of twelve months commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end.
71. At the same as commencing the term of office as a trustee the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by these Articles as set out in Article 70.
72. Officer Trustees may serve for a maximum of two terms.
73. The Officer Trustees shall be deemed to be "Major Union Office Holders" for the purposes of section 22 of the Education Act 1994.
74. The duties and remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

Student Trustees

75. Student Trustees shall be elected by secret ballot by the Members of the Union at an election to be held in accordance with the Bye-Laws.
76. Each Student Trustee must be a Member of the Union at the time of his or her election.
77. Student Trustees shall stay in office for a term of twelve months. The term of office may be shorter if they have less than one year left of being a student.
78. Student Trustees may serve for a maximum of two terms.

External Trustees

79. External Trustees shall be co-opted by a simple majority vote of the Trustee Board from such persons as have been recommended by the Executive Committee
80. External Trustees shall stay in office for a term of up to four years from the date of appointment.
81. At the end of their first term of office, External Trustees shall be eligible for reappointment by a simple majority vote of the trustees for a further term of up to 4 years.
82. External Trustees may serve a maximum of two terms

Disqualification and Removal of Trustees

83. The office of a Trustee shall be vacated if:-
 - 83.1. He or she becomes prohibited by law from being a trustee of a charity;
 - 83.2. He or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
 - 83.3. He or she becomes incapable by reason of mental ill health, disorder, illness or injury of managing and administering his or her own affairs (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
 - 83.4. He or she is absent from two consecutive meetings of the trustees without good cause.
 - 83.5. He or she is removed from office under Articles 83 - 87.
 - 83.6. A No Confidence Petition for a motion of no confidence in the Trustee is signed by at least 600 of the Members of the Union. The rules on No Confidence Petitions will be the same as Referendum Petitions. The motion of no confidence must be passed by a simple majority of Members provided that there is a turnout of 2000 or more Members.
84. A resolution to remove a Trustee in accordance with Articles 85.1, 86.1 and 87.1 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 Trustees.

Removal of Officer Trustees

85. The office of an Officer Trustee shall be vacated if:
 - 85.1. He or she is removed by a resolution of the Officer Trustees and the Student Trustees for not acting in the best interests of the Union. For the avoidance of doubt, External Trustees and the Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Chair shall not be entitled to a casting vote.
 - 85.2. Subject to Article 88, an officer removed under articles 83.6 shall be removed both from his or her remunerated sabbatical position and as a trustee.

Removal of Student Trustees

86. The office of a Student Trustee shall be vacated if he or she is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of the Trustees provided that:-
- 86.1. A majority of the Officer Trustees vote in favour of removing the Student Trustee; and
 - 86.2. For the avoidance of doubt, External Trustees and the Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Chair shall not be entitled to a casting vote.

Removal of External Trustees

87. The office of External Trustee shall be vacated if he or she is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution will be passed by a simple majority of the Trustees provided that:
- 87.1. A majority of the Officer Trustees vote in favour of removing the Trustee concerned
 - 87.2. For the avoidance of doubt and the Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Chair shall not be entitled to a casting vote

Rights of Removed Trustee

88. A Trustee removed from office in accordance with Articles 85, 86 and 87 shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution.
89. The Appeal Body shall be made up of
- 89.1. 2 members of the Democracy Scrutiny Committee,
 - 89.2. a University nominee,
 - 89.3. a Chief Executive/General Manager and officer of another Students' Union.
 - 89.4. one independent person that is a Member, that does not sit on any other Union committee.
90. The selection of the members of the Appeal Body and its procedures will be as set out in the Bye-Laws.

Replacement of Officer and Student Trustees

91. If an Officer or Student Trustee retires, is disqualified or removed from office at any time prior to the commencement of the Academic Year, there will be a by-election in accordance with Bye-Law 2
92. If an Officer or Student Trustee retires, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

Delegation of Trustees' Powers

93. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as they decide.
94. The Trustees may delegate any of their powers or functions to any committee or the carrying out of any of their resolutions and day to day management of

the affairs of the Union to any person or committee in line with the conditions set out in these Articles.

Delegation of day to day management powers

95. In the case of delegation of the day to day management of the Union the General Manager or other manager:
- 95.1. the delegated power shall be to manage the Union in line with any requirements and if applicable to advise the Trustees and the Executive Committee about any policy, strategy and detailed internal budget;
 - 95.2. the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and the General Manager shall report regularly to the Trustees through the President on the activities undertaken in managing the Union and provide them regularly with management accounts enough to explain the financial position of the Union.

Delegation to Committees

96. In the case of delegation to committees:
- 96.1. 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);
 - 96.2. the composition of any such committee shall be entirely in the discretion of the Trustees and may include as many of their number (if any) as the resolution may specify;
 - 96.3. the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported at once to the Trustees and for that purpose every committee shall appoint a secretary;
 - 96.4. all delegations under this Article shall be revocable at any time; and
 - 96.5. 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.
97. The Trustees shall set up the following committees (which is a non-exhaustive list) in line with their powers under Article 94:
- 97.1. Finance and Staffing Committee

Bank Account and Proceedings of Committees

98. For the avoidance of doubt, the Trustees may (in accordance with Article 94) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
99. The meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Bye-Laws regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Proceedings of Trustees

100. Four Trustees may, and the General Manager at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating business to be considered at such meeting shall be sent by post or by electronic communication to each Trustee at least seven clear days before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any minor irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
101. The President will be the Chair of the Trustees unless another Officer Trustee is appointed as Chair by a resolution of the Trustees. The Trustees may at any time remove him or her from the office of Chair.
102. Questions arising at a meeting shall be decided by a simple majority of votes.
103. The quorum for the transaction of the business of the Trustees shall be two thirds of currently filled trustee posts (such quorum must include at least three Officer Trustees and at least one External Trustee). Guests or observers can attend meetings of Trustees, in accordance with the Bye Laws.
104. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if and so long as the number of Trustees is less than the number as a quorum, the Trustees may take steps to increase the number of Trustees (including by arranging a by-election) so that there is a quorum.
105. Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Trustees at which he or she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
106. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting in good faith as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (excluding the election and selection process) 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.
107. Save where a Trustee is not entitled to vote on the resolution due to a conflict or otherwise, a resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. The written resolution may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
108. The Trustees shall invite the General Manager of the Union to attend and speak at meetings of the Board of Trustees. The General Manager shall not be entitled to vote or count in the quorum upon any business transacted at such meetings.
109. The Trustees shall hold a minimum of five meetings in any Academic Year.

Email approval of resolutions

110. A Trustees' resolution which is approved 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:

111. Such a resolution must be approved by email by all of the 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);
112. If as a result of Articles 110 and 111 approval of a resolution is not received within twenty four hours from all of the Trustees, 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; Notice of all proposed resolutions must be given to all of the Trustees;
113. Approval from a Trustee must be sent from an email address previously notified by that Trustee by post, fax or in person to the General Manager as intended for use by that Trustee for the purpose of sending such email confirmations;
114. 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 Articles 110-115;
115. The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Virtual Meetings

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

Conflicts of Interest

117. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
 - 117.1. declare an interest before discussion begins on the matter;
 - 117.2. withdraw from that part of the meeting unless expressly invited to remain;
 - 117.3. in the case of personal interests not be counted in the quorum for that part of the meeting;
 - 117.4. in the case of personal interests withdraw during the vote and have no vote on the matter.

Minutes

118. The Trustees shall keep minutes of all proceedings at the Annual General Meeting of the Union and of meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.
119. The minutes of these meetings will be available to Members.

Accounts and Reports

120. The Trustees shall comply with the requirements of the Education Act and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts.
121. The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Articles 118 and 119.

Indemnity

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

Trustees' Indemnity Insurance

123. The Trustees shall have power to resolve pursuant to Article 7.25 to effect trustees' indemnity insurance, despite their interest in such policy.

Affiliations

124. The Union will affiliate to the NUS
125. Affiliations to other organisations will be as set out in the Bye-Laws and decided at AGM in accordance with Article 25.
126. The Executive Committee and or Trustee Board will agree all other affiliations subject to review at the AGM in line with Article 25.

ADDITIONS AND AMENDMENTS TO THE ARTICLES

127. Bye-Laws are made pursuant to the Articles of the Union.
128. Guidance Documents are made pursuant to the Articles of the Union.
129. Bye-Laws and Guidance Documents shall not be inconsistent with the Articles of the Union.
130. The Articles of the Governance of the Union shall take precedence over the Bye-Laws and Guidance Documents.
131. The Bye-Laws and Guidance Documents shall not be interpreted or applied in any way which is inconsistent with the Articles of the Union.
132. The Trustee Board and the University of the Arts London shall review the these Articles, and the relating Bye - Laws and Guidance Documents at least every five years, with effect from the date that they come into effect.

Amendments to Articles

133. No alteration or amendment of the Articles of Governance should be made which would have the effect of the Union ceasing to be a charity.

134. Save where the amendment to the Articles is a consequential amendment due to a change in the Bye-Laws (for example, the number or heading names of Articles) any vote to amend the Articles shall require the following:
- 134.1. A minimum threshold of 5% Members voting by referenda;
 - 134.2. the approval of 2/3rds of the Members who vote in the referenda;
135. No provision contained in the Articles of Governance of the Union may be altered and/or amended by the Union without the written approval of the University of the Arts London (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained, in accordance with section 22 of the Education Act.

Amendments to Bye-Laws

136. Bye-Laws may be created, altered or amended by the Executive Committee, which requires any amendments to be reported to the Trustees and AGM.
137. For the avoidance of doubt any member may submit policy to referendum that creates, alters, or amends the Bye-Laws.

Amendments to Guidance Documents

138. Amendments to Guidance Documents shall remain the authority of the relevant body as detailed in the Bye-Laws.
139. The Trustees shall have the power, from time to time to make, repeal or alter Guidance Documents provided that such Guidance Documents shall not be inconsistent with these Articles.
140. For the avoidance of doubt, any member may submit policy to referendum that creates, alters, or amends the Guidance Documents.

DEFINITIONS & INTERPRETATION

141. Interpretation of the Constitution and ByeLaws will lie with the President of the Students' Union in the instance of any dispute. Their decision will be final.
142. In these Articles of Governance the following terms shall have the following meanings:-
- 142.1. "Academic Year" | the period between 1 August in one Year to 31 July in the next Year determined by the Union as the period during which Students are required to be registered with The University of the Arts London. Each Academic Year is for the time being divided into three terms.
 - 142.2. "Articles" | these Articles of Governance of the Union;
 - 142.3. "Board" or "Board of Trustees" | the board of the Trustees of the Union;
 - 142.4. "Bye-Laws" | the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 136;
 - 142.5. "Constitution" | these Articles of Governance of the Union;
 - 142.6. "Chair" | the Officer Trustee elected to the position of President in accordance with Article 101;
 - 142.7. "General Manager" | the General Manager of the Union;
 - 142.8. "clear days" | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - 142.9. "Code of Practice" | the code of practice relating to the University of the Arts London's obligations under Section 22 of the Education Act 1994

- 142.10. “External Trustee” | a Trustee appointed in accordance with Article 42 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of section 22 of the Education Act 1994;
- 142.10.1. “Education Act” | the 1994 Education Act (as amended, revoked, consolidated or re-enacted in any form);
- 142.11. “Elected Trustees” | the Student Trustees;
- 142.12. “in writing” | means written, printed or transmitted writing including by electronic communication;
- 142.13. “The University of the Arts London” | The University of the Arts London, incorporated by Royal Charter;
- 142.14. “Members” | members of the Union as defined in Article 10;
- 142.15. “NUS” | The National Union of Students of the United Kingdom
- 142.16. “Office” | the head office of the Union;
- 142.17. “Officer Trustee” | an Officer Trustee appointed in accordance with Article 67;
- 142.18. “Policy” | political policy set by Referenda or Executive in accordance with Articles 136, Articles 40, 46 & 47 Political policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity or education law or other legal requirements (including ultra vires) or reputation of the Union;
- 142.19. “Personal Interest” | as set out in Article 37 shall mean a financial interest or an interest that does not arise in the ordinary course of being a member;
- 142.20. “Referenda” | a vote that all Members of the Union are entitled to cast;
- 142.21. “Returning Officer” | the person appointed by the Executive to be responsible for the good conduct and administration of all elections and referenda;
- 142.22. “Student Activities” | student activity group recognised by the Union in accordance with Bye-Law 3;
- 142.23. “Student” | any individual who is formally registered for an approved programme of study provided by the University of the Arts London;
- 142.24. “The Executive Committee” | the Executive Committee of the Union as further defined in the Bye Laws
- 142.25. “Student Trustee” | a Trustee appointed in accordance with Article 40 who is a Student and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act 1994;
- 142.26. “the Union” | Students’ Union, University of the Arts London
- 142.27. “Trustees” | the Officer Trustees, the Student Trustees and the External Trustees;
- 142.28. “Total student numbers” | relates to the Full Time Equivalent (FTE) student numbers as recorded by the University.
143. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
144. Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.