

UNIVERSITY OF SOUTHAMPTON STUDENTS' UNION

A company limited by guarantee and registered in England and Wales (8034371).

MEMORANDUM AND ARTICLES OF ASSOCIATION

Passed: 6 February 2012

Amended: 15 May 2019

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

UNIVERSITY OF SOUTHAMPTON STUDENTS' UNION

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

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Dated:

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THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

UNIVERSITY OF SOUTHAMPTON STUDENTS' UNION

COMPANY NAME

The Company's name is the University of Southampton Students' Union (and in this document is called the "**Union**").

1. Interpretation

1.1 In the articles:-

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Union

"the Articles" means the Union's articles of association

"Associate Members" such persons as the Union may from time to time decide, subject to any provisions contained in the Rules and on payment of the appropriate membership fee

"the Union" "clear means the company intended to be regulated by the Articles in

days" relation to the period of a notice means a period excluding:-

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect

means the Charity Commission for England and Wales

"the Commission" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Union

"Companies Acts"

means:

"connected person" (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

- (b) the spouse or civil partner of the Trustee or of any person falling within (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within (a) or (b) above;
- (d) an institution which is controlled:-
 - (i) by the Trustee or any connected person falling within (a), (b) or (c) above; or
 - (ii) by two or more persons falling within (i) above, when taken together;
- (e) a body corporate in which:-
 - (i) the Trustee or any connected person falling within (a), (b) or (c) above has a substantial interest; or
 - (ii) two or more persons falling within (i) above who, when taken together, have a substantial interest.
 - (iii) Section 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in (e).

"Senate"	means the body detailed in Article 16
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form
"Disciplinary Committee"	has the meaning given in the Rules
"electronic form"	has the meaning given in section 1168 of the Companies Act 2006
"Full Members"	means: <ul style="list-style-type: none"> (a) The Sabbatical Officers of the Union who are members for the whole of the term of office specified at the time of their election. (b) The undergraduate and postgraduate students of the University, as defined in the Rules, but excluding those students who have exercised their right to opt out of membership.
"Policy"	means policy of the Union
"secretary"	means any person appointed to perform the duties of the secretary of the Union

"Temporary Members"

Such persons as the Union may from time to time decide, subject to any provisions contained in the Rules and on payment of the appropriate membership fee

"the Trustees"

means the trustees of the Union comprising the Sabbatical Trustees, the Student Trustees and the External Trustees. The Trustees are charity trustees as defined by section 117 of the Charities Act 2011

means Great Britain and Northern Ireland

"the United Kingdom"

1.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Union.

1.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

1.5 If any dispute arises in relation to the interpretation of the Articles or the Rules, it shall be resolved by the President of the Union.

2. LIABILITY OF MEMBERS

2.1 The liability of the Full Members is limited to a sum not exceeding 10p, being the amount that each member undertakes to contribute to the assets of the Union 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:-

2.1.1 payment of the Union's debts and liabilities incurred before he or she ceases to be a member;

2.1.2 payment of the costs, charges and expenses of winding up; and

2.1.3 adjustment of the rights of the contributories among themselves.

3. OBJECTS

3.1 The Union's objects (the "**Objects**") are the advancement of education of students at the University of Southampton for the public benefit by:

3.1.1 promoting the interests and welfare of members at the University of Southampton (the "**University**") during their course of study and representing, supporting and advising members;

3.1.2 being the recognised representative channel between members and the University and any other external bodies;

- 3.1.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its members;

3.1.4 promoting and facilitating students' involvement in their wider community; and

3.1.5 raising funds for other charitable organisations.

3.2 The Objects are to be carried out in complete independence of all religious and political groups and in such a manner as not to discriminate unreasonably between members.

4. POWERS

4.1 The Union has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Union has power:-

4.1.1 to provide services and facilities (including licensed facilities) for its members;

4.1.2 to establish, support, promote and operate a network of student activities for its members;

4.1.3 to alone or with other organisations:

(a) carry out campaigning activities in relation to the development and implementation of appropriate policies;

(b) seek to influence public opinion; and

(c) 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 Union complies with the Education Act 1994 and any guidance published by the Commission;

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

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

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

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

4.1.8 to raise funds. In doing so, the Union must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

- 4.1.9 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.1.10 to sell, lease or otherwise dispose of all or any part of the property belonging to the Union. In exercising this power, the Union must comply as appropriate with sections 117 to 123 of the Charities Act 2011;
- 4.1.11 to borrow money and to charge the whole or any part of the property belonging to the Union as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Union must comply as appropriate with sections 124 to 126 of the Charities Act 2011, if it wishes to mortgage land;
- 4.1.12 to 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;
- 4.1.13 to incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 4.1.14 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.1.15 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.1.16 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 4.1.17 subject to the prior approval of the University transfer all the Union's assets and liabilities to a charitable incorporated organisation;
- 4.1.18 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.1.19 to:-
- (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Union to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.1.20 to employ and remunerate such staff as are necessary for carrying out the work of the Union. The Union may employ or remunerate a Trustee only to the extent it is permitted to do so by Articles 5 and 6 and provided it complies with the conditions in that Article;

4.1.21 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

4.1.22 to pay out of the funds of the Union the costs of forming and registering the Union both as a company and as a charity.

5. APPLICATION OF INCOME AND PROPERTY

5.1 The income and property of the Union shall be applied solely towards the promotion of the Objects.

5.2 5.2.1 A Trustee is entitled to be reimbursed from the property of the Union or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Union.

5.2.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Union's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.2.3 A Trustee may receive an indemnity from the Union in the circumstances specified in Article 32.

5.2.4 A Trustee may not receive any other benefit or payment unless it is authorised by Article 6.

5.3 Subject to Article 6, none of the income or property of the Union may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Union. This does not prevent a member receiving:-

5.3.1 a benefit from the Union in the capacity of a beneficiary of the Union;

5.3.2 reasonable and proper remuneration for any goods or services supplied to the Union provided that if such member is a Trustee, Article 6 shall apply.

6. BENEFITS AND PAYMENTS TO UNION TRUSTEES AND CONNECTED PERSONS

General provisions

6.1 No Trustee or connected person may:-

6.1.1 buy any goods or services from the Union on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the Union;

6.1.3 be employed by, or receive any remuneration from, the Union;

6.1.4 receive any other financial benefit from the Union;

unless the payment is permitted by Article 6.2, or authorised by the court or the Commission.

In this Article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

- 6.2
- 6.2.1 A Trustee or connected person may receive a benefit from the Union in the capacity of a beneficiary of the Union.
- 6.2.2 A Sabbatical Trustee or connected person may receive reasonable and proper remuneration under a contract of employment with the Union provided that:
- (a) if the person being remunerated is a Sabbatical Trustee the procedure described in Articles 7 and 8 must be followed in considering the appointment of the Sabbatical Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (b) if the person being remunerated is a connected person the procedure described in Articles 7 and 8 must be followed by the relevant Trustee in relation to any decisions regarding such connected person;
 - (c) subject to Article 6.2.3, 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
 - (d) at all times the provisions of the Education Act 1994 are complied with.
- 6.2.3 Where a Trustee vacancy arises with the result that Article 6.2.2 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any connected persons receiving remuneration in accordance with Article 6.2.2 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.
- 6.2.4 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Union where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.2.5 Subject to Article 6.3 a Trustee or connected person may provide the Union with goods that are not supplied in connection with services provided to the Union by the Trustee or connected person.
- 6.2.6 A Trustee or connected person may receive interest on money lent to the Union at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Trustees.

6.2.7 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Union. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.8 A Trustee or connected person may take part in the normal trading and fundraising activities of the Union on the same terms as members of the public.

Payment for supply of goods only - controls

6.3 The Union and its Trustees may only rely upon the authority provided by Article 6.2.5 if each of the following conditions is satisfied:-

6.3.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Union or its Trustees (as the case may be) and the Trustee or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the Union;

6.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

6.3.3 the other Trustees are satisfied that it is in the best interest of the Union to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so;

6.3.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Union;

6.3.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;

6.3.6 the reason for their decision is recorded by the Trustees in the minute book;

6.3.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article 6.

6.4 In Articles 6.2 and 6.3:

6.4.1 "Union" includes any company in which the Union:-

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more directors to the board of the company.

6.4.2 "connected person" includes any person within the definition in Article 1.1 "Interpretation".

7. DECLARATION OF TRUSTEES' INTERESTS

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Union and any personal interest (including but not limited to any personal financial interest).

8. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

8.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:-

8.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

8.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and

8.1.3 the unconflicted Trustees consider it is in the interests of the Union to authorise the conflict of interests in the circumstances applying.

8.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

9. MEMBERS

9.1 The membership of the Union is constituted as follows:

9.1.1 the Full Members;

9.1.2 the Associate Members; and

9.1.3 the Temporary Members.

9.2 Full Members have the right to:

9.2.1 use Union facilities and premises.

- 9.2.2 participate in all Union activities in accordance with the Articles and the Rules.
 - 9.2.3 Nominate, vote and stand for election as officers or representatives of the Union.
 - 9.2.4 vote at general meetings, AGMs and in referenda.
 - 9.2.5 attend all meetings of the Union and its committees, except where the provisions of the Rules specifically exclude this.
- 9.3 Associate Members and Temporary Members are entitled to non-voting and non-officiating membership of clubs and societies affiliated to the Union. No Associate Members or Temporary Members may represent the Union in any way unless he or she is also a Trustee.
- 9.4 A student shall have the right not to be a member of the Union. The entitlements in Article 9.2 do not apply to any student who has opted out of Union membership under the provisions adopted under the Education Act 1994. However, students who have opted out should not be unfairly disadvantaged with regard to the provision of services or otherwise by reason of their having opted out of the Union. Further details can be found in the relevant "Code of Practice" issued by the University.
- 9.5 Membership is not transferable to anyone else.
- 9.6 The Trustees must keep a register of names and addresses of the members.
- 9.7 A member may be suspended from the Union by the Disciplinary Committee for a maximum period of one year, during which time selected Union facilities will be unavailable to that member, in accordance with the Rules.
- 9.8 A member may be expelled from the Union by the Disciplinary Committee in accordance with the Rules. But in the case of a Full Member, such an expulsion shall not have effect unless ratified by Union Senate, which must be dealt with in a closed session.
- 10. GENERAL MEETINGS**
- 10.1 The Union must hold its first annual general meeting ("**AGM**") within 18 months after the date of its incorporation.
- 10.2 An AGM must be held in each subsequent year and not more than 18 months may elapse between successive AGMs.
- 10.3 A general meeting may be called at any time by the Trustees, the Senate or at the written request of 100 Full Members.
- 11. NOTICE OF GENERAL MEETINGS**
- 11.1 The minimum periods of notice required to hold a general meeting of the Union are:-

- 11.1.1 21 clear days for an AGM or a general meeting called for the passing of a special resolution;
- 11.1.2 14 clear days for all other general meetings.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting being a majority who together hold not less than 90% of the total voting rights.
- 11.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.
- 11.4 The notice must be given to all the members and to the Trustees.
- 11.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Union.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business shall be transacted at any general meeting unless a quorum is present.
- 12.2 A quorum is 250 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 12.3 12.3.1 If:-
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 12.3.2 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 12.3.3 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- General meetings shall be chaired by the chair of the Senate.
- 12.4 12.4.1 If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting the President of the Union or such person nominated by him/her shall chair the meeting.
- 12.4.2 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 12.4.3

- 12.4.4 If no Trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 12.5 12.5.1
- 12.5.2 The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 12.5.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 12.5.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:-
- 12.6 12.6.1
- (a) by the person chairing the meeting; or
 - (b) by at least ten members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 12.7 12.7.1 The result of the vote must be recorded in the minutes of the Union but the number or proportion of votes cast need not be recorded.
- 12.7.2 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 12.8 12.8.1 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 12.8.2 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 12.9 12.9.1 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 12.9.2

- 12.10 12.10.1 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 12.10.2 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 12.10.3 The poll must be taken within 30 days after it has been demanded.
- 12.10.4 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.10.5 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

13. WRITTEN RESOLUTIONS

- 13.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:-
 - 13.1.1 a copy of the proposed resolution has been sent to every eligible member;
 - 13.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - 13.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 13.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

14. VOTES OF MEMBERS

- 14.1 Every member shall have one vote.
- 14.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

15. MASS VOTES

- 15.1 A mass vote may take the form of:
 - 15.1.1 an All-Student Vote, in which every Full Member may vote, or
 - 15.1.2 a Student Vote, in which a sub-section of Full Members may vote (a "relevant electorate)".

- 15.2 An All-Student Vote may be called to decide a specified question, either by a general meeting of the members, the Senate, the Trustees or at the written request of 250 Full Members. The Rules may make further provision for other democratic bodies to call a Student Vote to decide a specified question.
- 15.3 The Rules may make further provision for the conduct, timing and the electoral system to be used in a mass vote.
- 15.4 A question asked by a mass vote may only be decided if:
- 15.4.1 in the case of an All-Student Vote, at least 10% of the Full Members vote in the mass vote, or
 - 15.4.2 in the case of a Student Vote, at least 10% of the relevant electorate vote in the mass vote.
- 15.5 The Full Members may set Policy by All-Student Vote. Policy set by All-Student Vote may overturn Policy set by the Senate but not Policy set by the members in general meeting.
- 15.6 This article is subject to article 22 (Powers of Trustees).

16. SENATE

- 16.1 Subject to Article 22, the Senate may set Policy. Policy set by Senate may be overturned by All-Student Vote and by the members in general meeting.
- 16.2 A resolution may only be passed by Senate if at least two-thirds of the members of Senate are present at the meeting and a majority of the votes cast are in favour of the resolution.
- 16.3 The Rules shall contain provisions on the role of the Senate and its conduct of Senate meetings.
- 16.4 The membership of Senate shall be as follows:
- 16.4.1 the Chair of Senate,
 - 16.4.2 all Sabbatical officers,
 - 16.4.3 one representative of each Zone Committee, selected in accordance with the Rules,
 - 16.4.4 such number of Union Senators as is equal to the number of number of places for representatives of Zone Committees, elected in accordance with the Rules.
- 16.5 Ordinary meetings of the Senate must be called at least three times per year (and at least one time per term). Other meetings may be called by motion at a Senate meeting, the Trustees or a petition of at least one-third of the members of Senate.
- 16.6 An annual meeting of the Senate shall be called each year to which all members of the Union shall be invited to attend. The purpose of this meeting shall be to

facilitate the discussion of Policy between members. The meeting may set Policy. All Full Members shall be entitled to vote at the meeting. Policy set at such a meeting may be overturned by All-Student Vote and by the members in general meeting.

16.7 Unless otherwise specified in the Rules, the term of office for all members of Senate (whether elected by ballot or not) is one year, with the post holder being eligible for re-election.

16A. ZONES

16A.1 The work of the Union shall be divided into such Zones as may be set out in the Rules, which may also provide that areas of work are reserved to the Senate.

16A.2 Subject to Article 22, the Zones may set Policy relating to their areas of work. Policy set by the Zones may be overturned by All-Student Vote, or by the members in general meeting.

16A.3 The Rules shall further provide for the ability for the Senate to review and reverse decisions made by Zones.

17. TRUSTEES

17.1 A Trustee must be a natural person aged 16 years or older.

17.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 23.

17.3 The first Trustees shall be those persons notified to Companies House as the first trustees of the Union.

17.4 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

17.5 The Trustees shall be made up of the following persons:

17.5.1 Four Sabbatical officers of the Union as specified in Article 18.1 (the "**Sabbatical Trustees**"); and

17.5.2 Four Full Members of the Union elected in accordance with Article 19 (the "**Student Trustees**"); and

17.5.3 Four individuals who are not full members of the Union elected in accordance with Article 20 (the "**External Trustees**").

18. SABBATICAL TRUSTEES

18.1 The Sabbatical Trustees shall be the six Sabbatical officers of the Union specified in the Rules as being the Sabbatical Trustees.

18.2 The Sabbatical Trustees shall be elected by a secret ballot open to all Full Members of the Union and held in accordance with the Rules and shall remain in office for a term of one year. Sabbatical Trustees may be re-elected for a further non-

renewable term of one year. The maximum total term that a Sabbatical Trustee may serve is two years.

19. STUDENT TRUSTEES

The Student Trustees shall be elected by a secret ballot open to all Full Members of the Union and held in accordance with the Rules and shall remain in office for a term of one year. Student Trustees may be re-elected for a further non-renewable term of one year. The maximum total term that a Student Trustee may serve is two years.

20. EXTERNAL TRUSTEES

20.1 The External Trustees shall be appointed by the Senate in accordance with the Rules and shall remain in office for a term of [three years]. External Trustees may be re-elected for a further non-renewable term of [three years]. The maximum total term that an External Trustee may serve is [six] years.

20.2 Full Members of the Union shall not be eligible to be elected as External Trustees.

21. TERMS OF OFFICE

21.1 For the avoidance of doubt, an individual who acts as a Sabbatical Trustee, Student Trustee or External Trustee may act at different times as all of these types of Trustee (if so eligible) and the terms served as one type of Trustee shall not count as terms when they act as a different type of Trustee.

22. POWERS OF TRUSTEES

22.1 The Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act 1994, the Articles and the Rules) may exercise all the powers of the Union. No alteration of the Articles or the Rules 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.

22.2 The Trustees' powers shall include but not be limited to ultimate responsibility for:

22.2.1 the governance of the Union;

22.2.2 the budget of the Union; and

22.2.3 employment issues.

22.3 Decisions made by a democratic body are subject to the authority of the Trustees on the following grounds only:

22.3.1 financial considerations; and

22.3.2 charity law or other legal requirements (including ultra vires); and

22.3.3 such other grounds set out in the Rules.

23. DISQUALIFICATION AND REMOVAL OF TRUSTEES

23.1 A Trustee shall cease to hold office if he or she:-

- 23.1.1 is removed under Article 23.2;
- 23.1.2 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- 23.1.3 is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 23.1.4 ceases to be a member of the Union;
- 23.1.5 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- 23.1.6 resigns as a Trustee by notice to the Union (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).

23.2 The office of a Trustee shall be vacated if:

- 23.2.1 The Disciplinary Committee recommends to the Senate that a Trustee should be removed and the motion of no confidence is passed by the Senate requiring a simple majority of the Senate representatives.
- 23.2.2 In the case of a Student Trustee or an External Trustee, as an alternative to the method in Article 23.2.1 above, the Senate passes a motion of no confidence by a two thirds majority.
- 23.2.3 The Trustees (excluding the Trustee to which the vote relates) vote by simple majority to remove a Trustee as the Trustee has committed what would in accordance with employment law be considered an act of gross misconduct.

23.3 A resolution or motion to remove a Trustee under Article 23.2 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 or making written representations.

23.4 23.4.1 A Trustee removed from office under Articles 23.2.1, 23.2.2 and 23.2.3 shall be entitled to appeal the decision to remove him or her to the Disciplinary Committee within 14 days of the resolution.

23.4.2 Following receipt by the Disciplinary Committee of an appeal against removal, an Appeal Committee shall be established in accordance with the Rules but shall exclude the Trustee to which the vote relates and, any Trustee involved in the original decision to remove.

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

23.4.4 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 Senate. If such resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of the Articles as if no resolution to remove the Trustee had been passed.

24. REMUNERATION OF TRUSTEES

The Trustees must not be paid any remuneration unless it is authorised by Articles 5 and 6.

25. PROCEEDINGS OF TRUSTEES

25.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

25.2 Any Trustee may call a meeting of the Trustees.

25.3 The secretary (if any) must call a meeting of the Trustees if requested to do so by a Trustee.

25.4 Questions arising at a meeting shall be decided by a majority of votes.

25.5 In the case of an equality of votes, the person who is chairing the meeting shall have a casting vote.

25.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

25.7 25.7.1 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

25.7.2 The quorum shall be six or such larger number as may be decided from time to time by the Trustees and the quorum must include at least one Sabbatical Trustee, one Student Trustee and one External Trustee.

25.7.3 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

25.8 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

25.9 25.9.1 The President of the Union shall chair meetings.

- 25.9.2 If the President of the Union is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 25.9.3 The person acting as chair of meetings of the Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.
- 25.10 25.10.1 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be a valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- 25.10.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

26. DELEGATION

- 26.1 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any delegation must be recorded in the minute book.
- 26.2 The Trustees may impose conditions when delegating, including the conditions that:-
 - 26.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 26.2.2 no expenditure may be incurred on behalf of the Union except in accordance with a budget previously agreed with the Trustees.
- 26.3 The Trustees may revoke or alter a delegation.
- 26.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

27. VALIDITY OF TRUSTEES' DECISIONS

- 27.1 Subject to Article 27.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:-
 - 27.1.1 who was disqualified from holding office;
 - 27.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 27.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,
 if without:-
 - 27.1.4 the vote of that Trustee; and

27.1.5 that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

27.2 Article 27.1 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 27.1, the resolution would have been void, or if the Trustee has not complied with Article 7.

28. MINUTES

The Trustees must keep minutes of all:-

28.1 proceedings at general meetings of the Union;

28.2 meetings of the Trustees and committees of Trustees including:-

28.2.1 the names of the Trustees present at the meeting;

28.2.2 the decisions made at the meetings; and

28.2.3 where appropriate the reasons for the decisions.

29. ACCOUNTS

29.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

29.2 The Trustees must keep accounting records as required by the Companies Acts.

30. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

30.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:-

30.1.1 transmission of the statements of account to the Commission;

30.1.2 preparation of an annual report and its transmission to the Commission;

30.1.3 preparation of an annual return and its transmission to the Commission.

30.2 The Trustees must notify the Commission promptly of any changes to the Union's entry on the Central Register of Charities.

31. MEANS OF COMMUNICATION TO BE USED

31.1 Subject to the Articles, anything sent to or supplied by or to the Union under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Union.

- 31.2 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 31.3 Any notice to be given to or by any person pursuant to the Articles:-
- 31.3.1 must be in writing; or
- 31.3.2 must be given in electronic form.
- 31.4 31.4.1 The Union may give any notice to a member either:-
- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address; or
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.
- 31.4.2 A member who does not register an address with the Union or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Union.
- 31.5 A member present in person at any meeting of the Union shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.6 31.6.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.6.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 31.6.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-
- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

32. INDEMNITY

32.1 The Union shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 and 234 of the Companies Act 2006.

32.2 In this Article a "**relevant director**" means any Trustee or former Trustee of the Union.

33. RULES

33.1 The Trustees may from time to time make such reasonable and proper rules (the "**Rules**") as they may deem necessary or expedient for the proper conduct and management of the Union.

33.2 The Union in Senate meetings has the power to alter, add to or repeal the Rules. A general meeting of the Union may veto any exercise of this power by a Senate meeting.

33.3 The Trustees must adopt such means as they think sufficient to bring the Rules to the notice of members of the Union.

33.4 The Rules, shall be binding on all members of the Union. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

34. DISPUTES

If a dispute arises between members of the Union about the validity or propriety of anything done by the members of the Union under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

35. CHANGES TO THE ARTICLES

35.1 Amendments or additions to, or deletions from the Articles may only be made by a special resolution of the members.

35.2 The Council of the University must approve any change to the Articles before it can take effect.

36. DISSOLUTION

36.1 The Union shall be dissolved on the following grounds:

36.1.1 automatically if the University of Southampton ceases to exist;

36.1.2 by resolution of a general meeting or by All-Student Vote; or

36.1.3 by resolution of the Trustees.

36.2 The members of the Union may at any time before, and in expectation of, its dissolution resolve that any net assets of the Union after all its debts and liabilities

have been paid, or provision has been made for them, shall on or before the dissolution of the Union be applied or transferred in any of the following ways:-

36.2.1 directly for the Objects; or

36.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

36.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

36.3 Subject to any such resolution of the members of the Union, the Trustees of the Union may at any time before and in expectation of its dissolution resolve that any net assets of the Union after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Union be applied or transferred:-

36.3.1 directly for the Objects; or

36.3.2 by transfer to any charity or charities for purposes similar to the Objects; or

36.3.3 to any charity or charities for use for particular purposes that fall within the Objects.

36.4 In no circumstances shall the net assets of the Union be paid to or distributed among the members of the Union (except to a member that is itself a charity) and if no such resolution in accordance with Articles 36.2 and 36.3 is passed by the members or the Trustees the net assets of the Union shall be applied for charitable purposes as directed by the Court or the Commission.