

Articles of Association Review

Overview

Over the course of the 2022-23 academic year, we have been reviewing the [Articles of Association](#). This is a document which stipulates how the Union is governed, the Union's purpose and how the Union is run. The Union undertook a review of its governance arrangements in 2019 which coincided with the development of the governance improvement plan. The purpose of this governance improvement plan is to ensure that the Union is adequately and securely governed.

The Articles of Association Review currently taking place is another recommendation of the governance improvement plan. In order to make changes to the Articles of Association, they must be approved at a Company General Meeting as per [Article 9.3](#).

Special Resolution

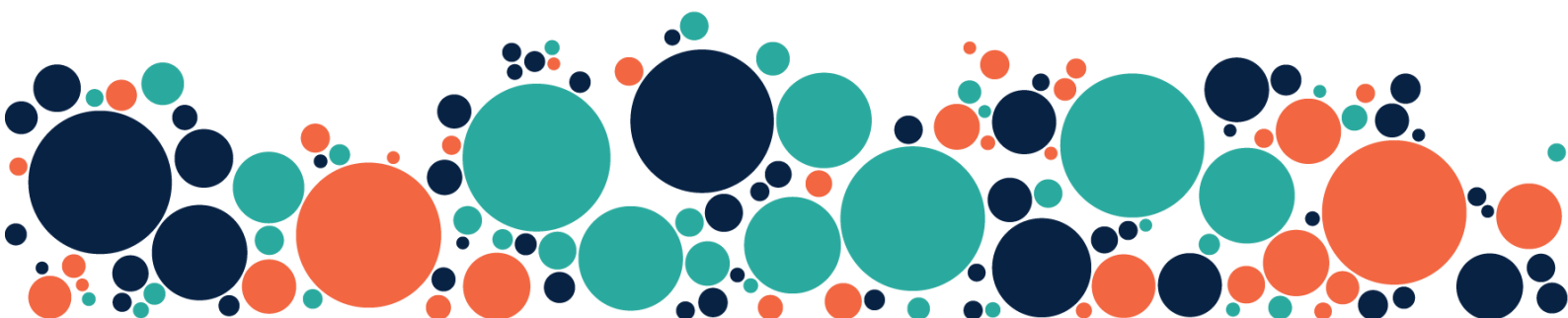
As part of the Review, we consulted with our Lawyers who produced a Special Resolution which outlines that changes to the Articles of Association need to be approved by the Charity Commission:

'It is hereby resolved by way of special resolution that the draft Articles of Association (of UCLU) linked below be and are hereby approved and adopted as the Articles of Association of UCLU in substitution for and to the exclusion of UCLU's existing Articles of Association, provided that if any of the proposed amendments legally require the prior written consent of the Charity Commission and such consent has not been granted prior to the company general meeting on 7 February 2023, none of the amendments to the Articles of Association purported to be made by this resolution shall take effect until the date on which all necessary consents have been obtained from the Charity Commission.

Please note that the special resolution is condition. The changes will not come in to effect if Charity Commission consent is not obtained.'

[Current Articles of Association](#)

[Proposed Revisions to Articles of Association](#)



Key Changes

Following extensive review, a summary of the proposed key changes to the Articles of Association can be found below. The changes can be split in to two areas:

Nomenclature

- Updating references to the 1993 Charities Act to the 2011 Charities Act
- All references to 'Union Council' being changed to 'Union Executive'
- All references to 'General Manager' being changed to 'Chief Executive'
- All references to 'Company General Meetings' being changed to 'Company Law Meetings'
- Adopting gender neutral language and avoiding phrases such as 'his or hers' and 'he and she'
- Removing the reference to Sports Grounds Committee.

Substantive changes

- A simplified governance structure where the only company law members of UCLU will be the Trustees of UCLU from time to time (and vice versa). This means that students will no longer be company law members under the Articles of Association, unless they are also Trustees of UCLU (company law members have statutory rights to amend the Articles, among other things).
- The quota required for a student to call a referendum or to submit a vote of no confidence in an Officer Trustee to be adjusted to 1% of the student body. This was previously set as 0.5% to call a referendum and 2% to submit a vote of no confidence in an Officer Trustee. This change has been made to bring us further in line with best practice from other students' unions.

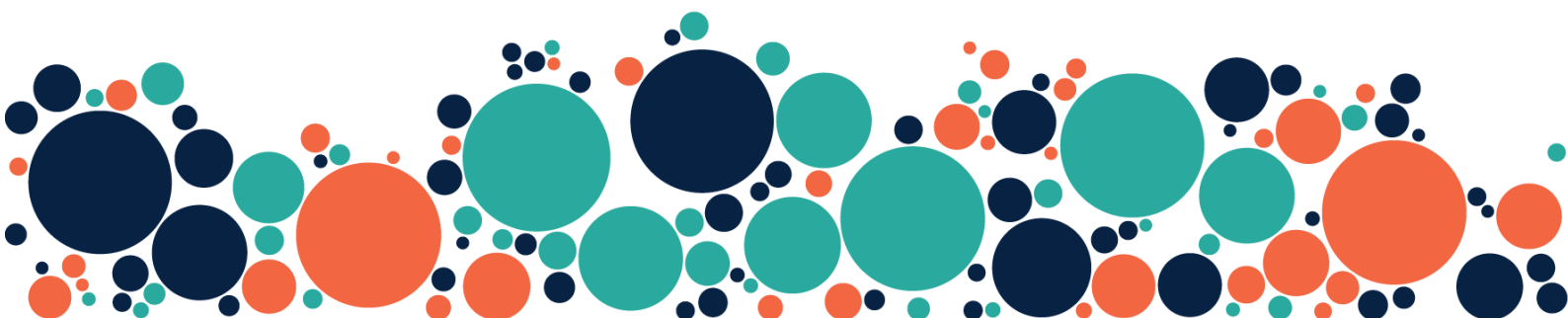
The journey so far

As part of the Articles of Association Review, the following process has been undertaken.

October 2022 –
January 2023

Extensive review of the Articles of Association, including benchmarking with other Unions who have undertaken a similar process.

Lengthy meetings with our lawyers to ensure that the process we are following is correct and in line with our current Articles of Association.



	The Union's Trustee Board and UCL Council made aware of the proposed changes.
19 January 2023	Notice served for the Company General Meeting to review the Articles of Association.
7 February 2023	Company General Meeting held. 18 attendees in person and 60 proxy votes were submitted.
14 February 2023	Adjourned meeting – Zero attendees therefore not quorate.
21 February 2023	Adjourned meeting – Zero attendees therefore not quorate.
6 March 2023	Approval required by Union Executive (also known as Union Council in the current Articles of Association)

As per [Article 21.2](#) of the Articles of Association, quorum for the Company General Meetings is:

'200 persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member) or 1% of the total membership (represented in person or by proxy), whichever is greater, shall be a quorum.'

1% of the total membership is the 'greater' option, therefore quorum for the Company General Meeting was 497. As per the table above, the Company General Meeting was not quorate. As per [Article 21.3](#), the meeting was adjourned twice and quorum was not reached again. Hence, we are asking Union Executive to approve the proposed changes to the Articles of Association.

Although the initial Company General Meeting was not quorate, there were some useful discussions amongst attendees regarding more formalised processes for Zone Members to be elected to Union Executive and a healthy debate regarding the quota required for a referendum to be called.

Next steps

As per the Special Resolution above, the Charity Commission need to approve the proposed changes. It is anticipated that the Charity Commission will respond to us by the end of April.

Following Union Executive approval, UCL Council are also required to approve the proposed changes to the Articles of Association in the June 2023 meeting.

The Bye-Laws will then be updated to reflect the changes to the Articles of Association.

