

**UCLU MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Companies Act 2006

Company Limited by Guarantee and not Having a Share Capital

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**Memorandum  
and  
Articles of Association  
of  
UCLU**

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**Company number: 07635628**

**Adopted: 16 July 2023**

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of UCLU**

##### **BACKGROUND**

- A. UCLU (the “Union”) is a students’ union within the meaning of the Education Act 1994. The Union is a democratic institution which is devoted to the educational interests and welfare of its Student Members.
- B. The Union will seek at all times to:
- (i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;
  - (ii) pursue its aims and objectives independent of any political party or religious group;
  - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society;
  - (iv) foster and encourage the freedom of speech, expression, assembly and association amongst its Student Members; and
  - (v) fulfil its objects in a socially and environmentally responsible manner.
- C. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.
- D. Under the Education Act 1994, UCL has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside UCL in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union’s Student Members are met.

##### **THE HISTORY OF UCLU**

- E. The Union is the incorporated successor of the unincorporated association known as “University College London Union” (“the Unincorporated Union”).
- F. The Unincorporated Union was a federation of two unions, the Men’s Union Society (“the Men’s Union”) and the Women’s Union Society (“the Women’s Union”).
- G. The Men’s Union was formed in 1893 and the Women’s Union was formed in 1897. In 1954, the Men’s Union and the Women’s Union entered into a Federation Agreement in order to put in place joint administration and control of the two unions

whilst still retaining them in existence as two separate unions. Since 1954, the Men's Union and the Women's Union were run in practice as one union, namely the Unincorporated Union.

- H. The constitution of the Unincorporated Union acknowledges the continued existence of the Men's Union and the Women's Union and its recitals explain that the constitution relates only to the joint functions of the two unions. No active steps have been taken to dissolve the Men's Union, the Women's Union or the Unincorporated Union.
- I. The Men's Union, the Women's Union and the Unincorporated Union now remain in existence as dormant organisations for technical legal reasons in order to preserve certain property rights in relation to the Shenley Sports Grounds, and any replacement grounds, which are held on trust by University College London. It is intended that University College London will become the sole trustee of the Men's Union, the Women's Union and the Unincorporated Union.

## **PART 1**

### **KEY CONSTITUTIONAL PROVISIONS**

#### **1. Definitions and Interpretation**

The meanings of any defined terms used in these Articles are set out in Article 53. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Governance Committee.

#### **2. Name**

The name of the company is UCLU. In these Articles it is called "the Union".

#### **3. Registered office**

The registered office of the Union is situated in England and Wales.

#### **4. Objects**

The objects of the Union are the advancement of education of Students at UCL for the public benefit by:

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

#### **5. Powers**

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

- 5.1 provide services and facilities for Student Members;
- 5.2 establish, support, promote and operate a network of student activities for Student Members;
- 5.3 support any RAG or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 5.4 alone or with other organisations:
  - (a) carry out campaigning activities;
  - (b) seek to influence public opinion; and
  - (c) make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 5.5 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 5.6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 5.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 5.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.9 co-operate with other charities and bodies and exchange information and advice with them;
- 5.10 become a member, affiliate or associate of other charities and bodies in accordance with the requirements of the Bye-Laws;
- 5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.13 pay out of the funds of the Union the costs of forming and registering the Union;

- 5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 5.15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.18 make grants or loans of money and give guarantees;
- 5.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
  - (a) the investment policy is set down in writing for the financial expert by the Trustees;
  - (b) every transaction is reported promptly to the Trustees;
  - (c) the performance of the investments is reviewed regularly by the Trustees;
  - (d) the Trustees are entitled to cancel the delegation at any time;
  - (e) the investment policy and the delegation arrangements are reviewed at least once a year;
  - (f) 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
  - (g) the financial expert may not do anything outside the powers of the Trustees;
- 5.22 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;
- 5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

- 5.24 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;
- 5.25 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 5.26 establish or acquire subsidiary companies to carry on any trade;
- 5.27 subject to Article 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 5.28 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;
- 5.29 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) 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, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:
  - (a) any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - (b) 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;
  - (c) 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; or
  - (d) in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and
- 5.30 do all such other lawful things as shall further the Union's objects.

## **6. Limitation on private benefits**

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

- 6.2 No part of the income and 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 Company Law Member of the Union, unless the payment is permitted by Article 6.3.
- 6.3 No Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
  - 6.3.2 reasonable and proper out of pocket expenses of the Trustees;
  - 6.3.3 reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
    - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Union;
    - (b) subject to Article 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
    - (c) if the person being remunerated is a Trustee the procedure described in Article 41 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
    - (d) if the person being remunerated is a Connected Person the procedure described in Article 41 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
    - (e) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
    - (f) at all times the provisions of the Education Act are complied with;
  - 6.3.4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
  - 6.3.5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
  - 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.29;

- 6.3.7 any payments made to any Trustee or Officer under the indemnity provisions set out at Article 52; and
- 6.3.8 any payments authorised in writing by the Charity Commission.
- 6.4 In Article 6.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.
- 6.5 For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.
- 6.6 Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 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 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## **7. Liability of Company Law Members**

The liability of each Company Law Member is limited to £0.01, being the amount that each Company Law Member undertakes to contribute to the assets of the Union in the event of its being wound up while they are a Company Law Member or within one year after they cease to be a Company Law Member, for:

- 7.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

## **8. Dissolution**

If any 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 the Company Law Members of the Union. It shall instead be given or transferred to 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 impose upon the Union. The institution or institutions which are to benefit shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution.

## **9. Reviewing and Amending the Articles**

- 9.1 UCL shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.
- 9.2 The approval of UCL shall be required for any amendments to the Union's Articles of Association.

9.3 The Articles may be amended by written Special Resolution in accordance with Article 16 or by Special Resolution at a Company Law Meeting.

**10. Bye-Laws**

Subject to Article 26.3, Union Executive shall have the power from time to time to make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles.

**PART 2**

**COMPANY LAW MEMBERS**

***BECOMING AND CEASING TO BE A COMPANY LAW MEMBER***

**11. Becoming a Company Law Member**

11.1 The Trustees from time to time shall be the only Company Law Members of the Union.

11.2 A Trustee shall become a Company Law Member on becoming a Trustee. All new Trustees are treated as having agreed to become Company Law Members of the Union.

11.3 The names of the Company Law Members of the Union shall be entered in the register of Company Law Members.

**12. Termination of Company Law Membership**

12.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.

12.2 Membership shall not be transferable and shall cease on death.

**13. Associate members**

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

***REFERENDA***

**14. Referenda**

14.1 A Referendum may be called on any issue by:

14.1.1 a resolution of the Trustees;

14.1.2 a majority vote of the Union Executive; or

- 14.1.3 a Secure Petition signed by at least 1% of Student Members.
- 14.2 Subject to Article 26.3, a resolution may only be passed by Referendum if at least 5% of the Student Members cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
- 14.3 Referenda shall be conducted in accordance with these Articles and the Bye-Laws.
- 14.4 Subject to Article 26.3, the Student Members may set Policy by Referenda.

### ***DECISION MAKING BY COMPANY LAW MEMBERS***

#### **15. Company Law Meetings**

- 15.1 The Trustees may call a Company Law Meeting at any time. The Trustees must call a Company Law Meeting if:
  - 15.1.1 requested to do so by the Student Members provided such request is signed by at least 1000 or 2% of the Student Members, whichever is the lower;
  - 15.1.2 otherwise required to do so by the Company Law Members under the Companies Acts; or
  - 15.1.3 requested to do so by the Union Executive provided such request has been approved by a 75% majority vote of the Union Executive.
- 15.2 The quorum for Company Law Meetings is not less than 50% of Company Law Members but if the resolution or issue under discussion concerns a matter in respect of which some or all of the Company Law Members have a Conflict of Interest, the quorum shall be four, provided that if the quorum for Trustee's meetings is fixed at a different level by a decision of the Trustees, in accordance with Article 37.2, the quorum for Company Law Meetings shall change accordingly.
- 15.3 The Trustees may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a Company Law Meeting. The entitlement of any person to attend and participate in a Company Law Meeting shall be subject to such arrangements.
- 15.4 When the Trustees have made arrangements to facilitate Remote Attendance, the provisions of the Articles shall be treated as modified to permit such arrangements and in particular a person attending a Company Law Meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting.
- 15.5 Subject to the Articles, Company Law Meetings must be called and held in accordance with the provisions regarding such meetings in the Companies Acts.

### **WRITTEN RESOLUTIONS**

## **16. Written Resolutions**

- 16.1 Subject to Article 16.4, a written resolution of the Union passed in accordance with this Article 16 shall have effect as if passed by the Union in Company Law Meeting.
- 16.2 A written resolution is passed as an Ordinary Resolution if it is passed by a simple majority of the total voting rights of eligible Company Law Members.
- 16.3 A written resolution is passed as a Special Resolution if it is passed by Company Law Members representing not less than 75% of the total voting rights of eligible Company Law Members. A written resolution is not a Special Resolution unless it states that it was proposed as Special Resolution.
- 16.4 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 16.5 A Company Law Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of their term of office may not be passed as a written resolution.
- 16.6 A copy of the written resolution must be sent to every Company Law Member together with a statement informing the Company Law Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts.
- 16.7 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them an authenticated document identifying the resolution to which it relates and indicating their agreement to the resolution provided that:
- 16.7.1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Company Law Member's signature; and
- 16.7.2 if the document is sent to the Union by electronic means, it is accompanied by a statement of the identity of the Company Law Member and the Union has no reason to doubt the truth of that statement.
- 16.8 A written resolution is passed when the required majority of eligible Company Law Members have signified their agreement to it.
- 16.9 A proposed written resolution lapses if it is not passed by the required majority of eligible Company Law Members within 48 days beginning with the circulation date.

## **PART 3**

### **TRUSTEES**

#### ***APPOINTMENT AND RETIREMENT OF TRUSTEES***

## **17. Appointment of Trustees**

The Trustees shall be made up of the following persons:

- 17.1 not more than 6 Sabbatical Trustees, elected in accordance with Article 18;
- 17.2 not more than 4 Student Trustees, elected in accordance with Article 19;
- 17.3 1 External Trustee (Alumni), appointed in accordance with Article 20.1.1;
- 17.4 1 External Trustee (College), appointed in accordance with Article 20.1.2; and
- 17.5 1 External Trustee (Professional), appointed in accordance with Article 20.1.3.

## **18. Sabbatical Trustees**

- 18.1 Up to 6 Sabbatical Trustees shall be elected by secret ballot by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. The Sabbatical Trustees shall be elected to posts set out in the Bye-Laws.
- 18.2 The Sabbatical Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Trustee may be re-elected for a maximum further term of one year by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Trustee's terms of office may be either consecutive or non-consecutive.
- 18.3 Each Sabbatical Trustee must be a Student or a Sabbatical Trustee at the time of their election.
- 18.4 The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 18.5 At the same time as commencing the term of office as a Trustee, the Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Trustee shall be as set out in the Bye-Laws.

## **19. Student Trustees**

- 19.1 Subject to Article 19.2 below, up to 4 Student Trustees shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. There should be at least one undergraduate and one postgraduate Student.
- 19.2 Each Student Trustee must be a Student at the time of their election (and shall continue to be a Student for the duration of their term as a Student Trustee).
- 19.3 Student Trustees shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 19.4 A Student Trustee may serve a maximum of two consecutive or non-consecutive terms.

## **20. External Trustees**

- 20.1 The following External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a majority vote of the Union Executive:
- 20.1.1 1 External Trustee (Alumni) who must be an alumnus of UCL who graduated from UCL at least five years prior to the date of their appointment;
  - 20.1.2 1 External Trustee (College) who must be an employee of UCL at the time of appointment and shall remain an employee for the duration of their time as an External Trustee (College); and
  - 20.1.3 1 External Trustee (Professional) who is neither a Student, alumnus or employee of UCL.
- 20.2 For the avoidance of doubt, the appointment of External Trustees shall not take effect until such appointment has been ratified by the Union Executive.
- 20.3 Unless their appointment is terminated in accordance with Articles 21 to 24, External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 20.4 External Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.
- 20.5 For the avoidance of doubt, none of the External Trustees shall be deemed to be either major union office holders or sabbatical union office holders for the purposes of Section 22 of the Education Act.

## **21. Disqualification, Resignation and Removal of Trustees**

The office of a Trustee shall be vacated if:

- 21.1 that person ceases to be a company director, or becomes prohibited from being a company director or charity trustee, by law;
- 21.2 in the case of a Sabbatical Trustee, they cease to be an employee of the Union;
- 21.3 in the case of a Student Trustee, they cease to be a Student;
- 21.4 in the case of an External Trustee (Alumni), they cease to be an alumnus of UCL who graduated from UCL at least five years prior to the date of their appointment;
- 21.5 in the case of an External Trustee (College), they cease to be an employee of UCL;
- 21.6 in the case of an External Trustee (Professional), they become a Student, alumnus or employee of UCL;
- 21.7 they resign by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

- 21.8 the Trustees reasonably believe they are suffering from sufficiently poor health as to render them incapable of acting as a Trustee and they resolve that they be removed from office;
- 21.9 the Trustee fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason;
- 21.10 the Trustee is removed from office under Article 23 or 24; or
- 21.11 the Trustee ceases to be a Company Law Member of the Union.

**22. Removal of Trustees by the Student Members**

The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a 75% majority vote of the Student Members voting in a Referendum, provided that at least 5% of all Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 1% of all Student Members.

**23. Removal of Trustees by the Board**

The office of External Trustee (Alumni, College or Professional) shall be vacated if they are removed by a resolution passed by 75% of the Trustees, where the Trustees agree that they have failed to act in the best interests of the Union. For the avoidance of doubt, the Trustee concerned and any Trustee who has a Conflict of Interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 37.

**24. Rights of Removed Trustee**

- 24.1 A resolution to remove a Trustee in accordance with Article 23 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 afforded a reasonable opportunity of being heard by or, at the option of the Trustee being removed, of making written representations to the Trustees.
- 24.2 A Trustee removed from office in accordance with Article 23 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee of UCL, one independent Student Member, the Chief Executive and a sabbatical trustee of another students' union. The independent person shall be a Student Member who is not a Trustee or a Member of the Union Executive. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws.

**25. Replacement of Trustees**

- 25.1 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.

- 25.2 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be elected to the vacancy in accordance with Article 19.1.
- 25.3 If an External Trustee (Alumni, College or Professional), resigns, is disqualified or is removed from office, an External Trustee (Alumni, College or Professional) (as appropriate) shall be appointed to the vacancy in accordance with Article 20.

### ***TRUSTEES' POWERS AND RESPONSIBILITIES***

#### **26. Trustees' general authority**

- 26.1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.
- 26.2 The Board's powers under Article 26.1 shall include but not be limited to responsibility for:
- 26.2.1 the governance of the Union;
  - 26.2.2 the budget of the Union; and
  - 26.2.3 the strategy of the Union (which shall be set by the Board following a vote by the Union Executive on the strategy and direction of the Union).
- 26.3 The Board of Trustees may override any decision or Policy made by the Student Members including by Referendum, or by the Union Executive which the Trustees consider (in their absolute discretion):
- 26.3.1 has or may have any financial implications for the Union;
  - 26.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
  - 26.3.3 is not or may not be compatible with or in furtherance of the Union's charitable objects; or
  - 26.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 26.1.
- 26.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 26.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 26.5.1 was not properly appointed;
  - 26.5.2 was disqualified from holding office;
  - 26.5.3 had vacated office; or
  - 26.5.4 was not entitled to vote.

**27. Trustees may delegate**

27.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:

- 27.1.1 to such person or committee;
- 27.1.2 by such means (including by power of attorney);
- 27.1.3 to such an extent;
- 27.1.4 in relation to such matters or territories; and
- 27.1.5 on such terms and conditions

as they think fit.

27.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

27.3 The Trustees may revoke any delegation in whole or part, alter its terms and conditions.

**28. Committees**

28.1 In the case of delegation to committees:

- 28.1.1 the resolution making the delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 28.1.2 subject to Articles 28.3 and 28.4, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 28.1.3 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 promptly to the Trustees and for that purpose every committee shall appoint a secretary;
- 28.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

28.2 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 27 and 28.1:

- 28.2.1 Finance Committee;
- 28.2.2 Governance Committee;
- 28.2.3 Remuneration Committee; and

#### 28.2.4 Risk and Audit Committee.

- 28.3 The Trustees are responsible for the day-to-day management and maintenance of the Shenley Sports Grounds, and any replacement grounds, held under the terms of a trust deed dated 10<sup>th</sup> August 1910 and a trust deed dated 17<sup>th</sup> April 1911 and has certain rights and obligations in relation to the administration of those trusts as set out in the trust deeds.
- 28.4 For the avoidance of doubt, the Trustees may (in accordance with Articles 27 and 28.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and 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.
- 28.5 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.

### **29. Delegation of day-to-day management powers to the Chief Executive**

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

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

### ***DECISION-MAKING BY TRUSTEES***

### **30. Directors to take decisions collectively**

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 40.

### **31. Trustees' meetings**

- 31.1 The Trustees shall hold a minimum of four meetings in any Academic Year.

31.2 Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

**32. Calling a Trustees' meeting**

Four Trustees may call a Trustees' meeting.

**33. Length of Notice**

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

33.1 all the Trustees agree; or

33.2 urgent circumstances require shorter notice.

**34. Contents of Notice**

Every notice calling a Trustees' meeting shall specify:

34.1 the place, day and time of the meeting;

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

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

**35. Service of Notice**

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

**36. Participation in Trustees' meetings**

36.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

(a) the meeting has been called and takes place in accordance with the Articles; and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

36.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

36.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**37. Quorum for Trustees' meetings**

- 37.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 37.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than 50% of those in office and must include at least two Sabbatical Trustees, one Student Trustee and one External Trustee (Alumni, College or Professional). Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a Conflict of Interest, the quorum shall be four.
- 37.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees in accordance with the appointment or election procedure set out in these Articles and the Bye-Laws.

**38. Chair**

- 38.1 A Sabbatical Trustee shall be the Chair of the Trustees as outlined in the Bye-Laws.
- 38.2 In the absence of the Chair, another Sabbatical Trustee appointed by the Trustees present shall preside as chair of the meeting.

**39. Casting vote**

Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

**40. Majority decisions without Trustees' meeting**

- 40.1 The Trustees may, in the circumstances outlined in this Article, make a two thirds majority decision without holding a Trustees' meeting.
- 40.2 If:
- 40.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
  - 40.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
  - 40.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 40.2.4 a two thirds majority of the Trustees vote in favour of a particular decision on that matter,

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

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

- 40.3.1 may be in different places, and may participate at different times; and
- 40.3.2 may communicate with each other by any means.
- 40.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 37.
- 40.5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
  - 40.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
  - 40.5.2 the nomination of a person to whom all Trustees' votes must be communicated;
  - 40.5.3 if a two thirds majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and
  - 40.5.4 the nominated person must prepare a minute of the decision in accordance with Article 47.
- 40.6 In the case of an equality of votes in any decision-making process in accordance with this Article, the Chair shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with the Articles, the Chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

#### **41. Conflicts of interest**

- 41.1 Whenever a Trustee finds themselves in a situation that is reasonably likely to give rise to a Conflict of Interest, they must declare their interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.
- 41.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 40 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 42, they must:
  - 41.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
  - 41.2.2 not be counted in the quorum for that part of the meeting or decision-making process; and
  - 41.2.3 withdraw during the vote and have no vote on the matter.

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

41.4 When a Trustee has a Conflict of Interest which they have declared to the Trustees, they shall not be in breach of their duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by them.

#### **42. Trustees' power to authorise a conflict of interest**

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

42.1.1 any matter which would otherwise result in a Trustee infringing their duty to avoid a situation in which they have a Conflict of Interest; and

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

provided that when deciding to give such authorisation the provisions of Article 41 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.

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

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

#### **43. Register of Trustees' interests**

The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which they have 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.

## **PART 4**

### **UNION EXECUTIVE**

#### **44. Union Executive**

- 44.1 The Union Executive's responsibility shall not include the duties of the Trustees as set out in Article 26 but shall include representation and campaigning work and the monitoring of implementation of Policy save in so far as these responsibilities have not been delegated to another committee.
- 44.2 The Chief Executive and the Union's senior management team may attend meetings of the Union Executive and its standing committees at the request of the Union Executive.
- 44.3 The Union Executive shall have the authority to:
- 44.3.1 represent the voice of the Students;
  - 44.3.2 subject to Article 26.3, set the Policy of the Union and refer Policy to Referenda of the Student Members (in accordance with the Bye-Laws);
  - 44.3.3 make, repeal and amend the Bye-Laws in accordance with Article 10;
  - 44.3.4 receive a quarterly report from the Trustees; and
  - 44.3.5 appoint associate members in accordance with Article 13 and the Bye-Laws.
- 44.4 The composition and proceedings of the Union Executive shall be set out in the Bye-Laws. No Student Member may hold more than one seat on the Union Executive at any one time. No Trustee other than a Sabbatical Trustee may be a member of Union Executive.
- 44.5 The Union Executive may appoint standing committees in accordance with the Bye-Laws. 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 promptly to the Union Executive. The responsibility for reporting lies with the chair of each standing committee in accordance with the requirements of the Bye-Laws.

## **PART 5**

### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS**

#### **45. Communications by and to the Union**

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

- 45.1.1 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 45.1.2 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if:
  - (a) the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner; or
  - (b) the recipient is deemed to have so agreed in accordance with the Companies Acts.
- 45.2 Any document or information (including any notice) sent to a Company Law Member under the Articles may be sent to the Company Law Member's postal address as shown in the Union's register of Company Law Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Company Law Member, provided that:
  - 45.2.1 a Company Law Member whose registered address is not within the United Kingdom and who gives to the Union an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to them at that address, but otherwise no such Company Law Member shall be entitled to receive any notice from the Union; and
  - 45.2.2 the Union is not required to send notice of a Company Law Meeting or a copy of its annual report and accounts to a Company Law Member for whom it no longer has a valid address.
- 45.3 Any document to be served on the Union by a Company Law Member under the Articles may be served:
  - 45.3.1 in the case of documents in hard copy form, by sending or delivering them to the Union's registered office or delivering them personally to an Officer or Trustee of the Union; or
  - 45.3.2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the Company Law Members for that purpose provided that the Trustees are satisfied as to the identity of the Company Law Member (and the Trustees have discretion to specify how such identity should be confirmed).
- 45.4 A Company Law Member present in person or by proxy at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 45.5 Where any document or information is sent or supplied:
  - 45.5.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such

service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;

45.5.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and

45.5.3 by means of a website, service or delivery shall be deemed to be effected when:

(a) the material is first made available on the website; or

(b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

45.6 Where any document or information has been sent or supplied by the Union by electronic means and the Union receives notice that the message is undeliverable:

45.6.1 if the document or information has been sent to a Company Law Member and is notice of a Company Law Meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members, but may in its discretion choose to do so; and

45.6.2 in all other cases, the Union will send a hard copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members, or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person.

45.6.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

#### **46. Secretary**

46.1 A Company Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Company Secretary:

46.1.1 Anything authorised or required to be given or sent to, or served on, the Union by being sent to its Company Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Company Secretary shall be treated as addressed to the Union; and

46.1.2 Anything else required or authorised to be done by or to the Company Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

#### **47. Minutes**

- 47.1 The Trustees shall cause minutes to be made in books kept for the purpose:
- 47.1.1 of all Trustee appointments;
  - 47.1.2 of all resolutions of the Union and of the Trustees; and
  - 47.1.3 of all proceedings at meetings of the Union and 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 (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.

- 47.2 The minutes referred to in Article 47.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.
- 47.3 The minutes of the meetings referred to in Article 47.1 above shall normally be considered open and shall be reported to the Union Executive meeting following the meeting of the Trustees to which the minutes relate and shall be made available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

#### **48. Records and accounts**

- 48.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 48.1.1 annual reports;
  - 48.1.2 annual returns; and
  - 48.1.3 annual statements of account.

#### **49. Irregularities**

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

#### **50. Patrons**

The Student Members may appoint and remove any individual(s) as patron(s) of the Union on such terms as they shall think fit and in accordance with the Bye-Laws.

**51. Exclusion of model articles**

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

***TRUSTEES' INDEMNITY***

**52. Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other Officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them 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 them in the execution and discharge of their duties or in relation thereto.

***DEFINITIONS AND INTERPRETATION***

**53. Defined terms**

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

<b>Term</b>	<b>Meaning</b>
53.1.1 <b>“Academic Year”</b>	the period between September in one calendar year to June in the next year determined by the Union as the period during which undergraduate Students are required to be registered with UCL. Each Academic Year is for the time being divided into three terms;
53.1.2 <b>“address”</b>	includes a number or address used for the purpose of sending or receiving documents by electronic means;
53.1.3 <b>“Appointments Committee”</b>	the committee set up in accordance with the Bye-Laws to appoint the External Trustees of the Union;
53.1.4 <b>“Articles”</b>	these articles of association of the Union;
53.1.5 <b>“Board of Trustees” or “Board”</b>	the board of Trustees of the Union;
53.1.6 <b>“Bye-Laws”</b>	the bye-laws setting out the working practices of the Union made from time to

		time in accordance with Article 10;
53.1.7	<b>“Chair”</b>	the chair of the Board of Trustees, who shall be a Sabbatical Trustee in accordance with Article 38.1;
53.1.8	<b>“chair of the meeting”</b>	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 38;
53.1.9	<b>“Chief Executive”</b>	the Chief Executive of the Union who is the senior staff member appointed by the Board of Trustees;
53.1.10	<b>“circulation date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
53.1.11	<b>“clear days”</b>	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;
53.1.12	<b>“Companies Acts”</b>	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
53.1.13	<b>“Company Law Meeting”</b>	a general meeting of the Company Law Members held in accordance with the Companies Acts;
53.1.14	<b>“Company Law Members”</b>	the company law members of the Union, pursuant to Article 11;
53.1.15	<b>“Company Secretary”</b>	the secretary of the Union (if any);
53.1.16	<b>“Conflict of Interest”</b>	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Union;
53.1.17	<b>“Connected Person”</b>	any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse or civil partner of a Trustee; or (b) any parent, child, brother, sister, grandparent or grandchild of a Trustee; or (c) the spouse or civil partner of any person in (b); or (d) any person living with a Trustee or their partner; or (e)

		any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
53.1.18	<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
53.1.19	<b>“Education Act”</b>	the Education Act 1994;
53.1.20	<b>“electronic form”</b>	has the meaning given in Section 1168 of the Companies Act 2006;
53.1.21	<b>“External Trustee (Alumni)”</b>	a Trustee appointed in accordance with Article 20.1;
53.1.22	<b>“External Trustee (College)”</b>	a Trustee appointed in accordance with Article 20.1;
53.1.23	<b>“External Trustee (Professional)”</b>	a Trustee appointed in accordance with Article 20.1 who is neither a Student, alumnus or employee of UCL;
53.1.24	<b>“financial expert”</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
53.1.25	<b>“Governance Committee”</b>	a committee established by the Trustees under Article 28.2 and administered in accordance with the Bye-Laws;
53.1.26	<b>“hard copy” and “hard copy form”</b>	have the meanings respectively given to them in the Companies Act 2006;
53.1.27	<b>“Officer”</b>	the Student Members elected in accordance with the Bye-Laws to be officers of the Union while continuing their studies at UCL;
53.1.28	<b>“Ordinary Resolution”</b>	a resolution that is passed by a simple majority of the Company Law Members in accordance with the Companies Acts and the Articles;
53.1.29	<b>“Policy”</b>	representative and campaigning policy set (a) by Referenda in accordance with Article 14; or (b) by the Union Executive in accordance with Article 44;

53.1.30	<b>“poll”</b>	a procedure used at a Company Law Meeting under which every Company Law Member present in person or by proxy has one vote. The procedure is used when it is not possible to obtain a clear result by voting an a show of hands;
53.1.31	<b>“proxy”</b>	a person who is duly authorised to attend, speak and vote on behalf of a Company Law Member at a Company Law Meeting. Any Company Law Member who is entitled to attend and vote at a Company Law Meeting is entitled to appoint a proxy to attend and vote instead ofthem;
53.1.32	<b>“RAG”</b>	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
53.1.33	<b>“Referendum”</b>	a ballot in which all Student Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
53.1.34	<b>“Remote Attendance”</b>	means remote attendance at a Company Law Meeting by such means as are approved by the Trustees in accordance with Article 15.3;
53.1.35	<b>“Sabbatical Trustee”</b>	a Trustee elected in accordance with Article 18.1;
53.1.36	<b>“Secure Petition”</b>	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
53.1.37	<b>“Special Resolution”</b>	a resolution that is passed by a majority of not less than 75% of the Company Law Members in accordance with the Companies Acts and the Articles;
		;
53.1.38	<b>“standing committees”</b>	committees established by the Union Executive in accordance with the Bye-Laws;
53.1.39	<b>“Student”</b>	any individual who is formally registered for an approved programme of study provided by UCL. For the avoidance of



53.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.