

THE COMPANIES ACT 2006

CHARITABLE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

UNIVERSITY OF SOUTH WALES STUDENTS' UNION

(the "Company")

UNIVERSITY OF SOUTH WALES STUDENTS' UNION

ARTICLES OF ASSOCIATION

1 Preamble

- 1.1 The University of South Wales Students' Union (USWSU) is devoted to the educational interests and welfare of its Student Members. These Articles of Association have been structured to give the Trustees reasonable authority to manage the affairs of the Union in a professional manner to ensure that the Union complies with charity law and other legal requirements. Student Members enjoy the right to elect the majority of the Trustees and to dismiss all the Trustees. The Student Council is responsible for the political and campaigning side of the Union's activities subject to the powers of the Trustees as set out in Article 5. The Board of Trustees will give the utmost consideration to the views of Student Members.
- 1.2 When acting to further its powers and in accordance with its objects, the Union shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socioeconomic background, trade union membership, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.
- 1.3 The Union shall not affiliate to any political party or religious organisation.

2 Definitions and Interpretation

- 2.1 If any dispute arises in relation to the interpretation of these Articles or any of the Standing Orders, it shall be resolved by the Board of Trustees. If there is a challenge to the resolution, the Board shall be required to take advice from the Union's usual professional legal adviser and rule strictly in accordance with the advice given. The decision shall then be binding on the Union.
- 2.2 In these Articles the following terms shall have the following meanings:

Term	Meaning
"Academic Year"	the period between 1st August in one Year to 31st July in the next Year determined by the Union as the period during which Students are required to be registered with the University of South Wales. Each Academic Year is, for the time being, divided into three terms;
"Articles"	these Articles of Association of the Union;
"Board of Trustees"	the Board of Trustees;
"Chief Executive"	the Chief Executive of the Union;
"Circulation Date"	in relation to a written resolution has the meaning given to it in the Companies Act;
"Clear days"	in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;

“Code of Practice”	the Code of Practice relating to the obligations of the University of South Wales under Section 22 of the Education Act 1994;
“Company Law Members”	members of the Union for the purposes of the Companies Act, as defined in Article 7.8;
“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), insofar as they apply to the Union;
“Co-opted Trustee”	a Trustee appointed in accordance with Article 8.13 who, for the avoidance of doubt, shall not be deemed to be either a major Union office holder or a sabbatical officer holder for the purposes of Section 22 of the Education Act 1994;
“Education Act”	the Education Act 1194;
“Electronic Form” and	as defined in the Companies Acts;
“Electronic Means”	
“Hard Copy”	as defined in the Companies Acts;
“In writing”	written, printed or transmitted writing including by electronic communication;
“Members”	the Student Members and the Company Law Members
“Office”	the central office of the Union at Forest Grove, Treforest, Mid Glamorgan. CF37 1UF
“Policy”	political policy set by AGM, referenda or Student Council in accordance with Articles 22.2.5, 24.1.2 and 25.2, Policy is only subject to the authority of the Board of Trustees on the grounds of financial considerations, charity, companies or education law or other legal requirements (including ultra vires) or reputation of the Union;
“President”	the sabbatical President, elected in accordance with these articles and the Standing Orders;
“Referenda”	a vote held outside of a Student Members’ meeting that all Student Members are entitled to cast;
“Returning officer”	the person appointed by the Board of Trustees to be responsible for the good conduct and administration of all elections of elected Trustees;
“Sabbatical Trustee”	a Trustee elected in accordance with Article 8.3;
“Secure Petition”	fixed in a pre-arranged place or held securely online;
“Standing Orders”	the Standing Orders made from time to time in accordance with Article 28;
“Student Members”	student members of the Union as defined by Article 7.2;

“Student Trustee”	a Trustee elected in accordance with Article 8.10 who is a Student and for the avoidance of doubt, shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
“Trustee”	the Sabbatical Trustees, the Student Trustees and the Co-opted Trustees;
“Trustee Chair”	the Chair of the Board of Trustees, being one of the co-opted members of the Board, as elected by the whole of the Board of Trustees, in accordance with these Articles;
“the Union”	the University of South Wales Students’ Union;
“Year”	a calendar year

2.3 Words implying the singular shall include the plural and vice versa.

2.4 References to legislation shall (except where the context otherwise requires) be read as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts In rewritten form, any such legislation.

3 The Union

3.1 There shall be a Students' Union in the name of University of South Wales Students' Union (herein after called "the Union"). The registered office of the Union is situated in England and Wales.

4 Charitable Objects

4.1 The Union's charitable objects are the advancement of education of Students at the University of South Wales for the public benefit by:

4.1.1 providing opportunities for the expression of Student opinion and actively representing the interest of Students,

4.1.2 acting as a channel of communication in dealing with the University of South Wales and other external bodies,

4.1.3 promoting the interests and welfare of Students at the University of South Wales during their course of study, and representation, supporting and advising Students,

4.1.4 facilitating the social, recreational and educational interests of its Student Members, through providing services and support for its Student Members,

4.1.5 raising funds for such purposes as are charitable according to the laws of England and Wales and to make grants and donations of such funds to other exclusively charitable bodies or to apply such funds directly for such charitable purposes.

5 Powers

5.1 To further its objects, but not otherwise, the Union may:

- 5.1.1 provide services and facilities (including licensed facilities) for Student Members;
- 5.1.2 establish, support, promote and operate a network of student activities for Student Members,
- 5.1.3 alone or with other organisations, carry out campaigning activities (within OG 48 of The Charities Act), in relation to the development and implementation of appropriate policies,
- 5.1.4 seek to influence public opinion, and 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 a Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission,
- 5.1.5 write, make, commission, print, publish or distribute materials, or assist In these activities,
- 5.1.6 promote, initiate, develop and carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes,
- 5.1.7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results,
- 5.1.8 provide or appoint others to provide guidance, representation and advocacy,
- 5.1.9 purchase, lease, hire or receive property including land, buildings and equipment and equipment for use,
- 5.1.10 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law),
- 5.1.11 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law),
- 5.1.12 raise funds and invite and receive contributions from any person(s) provided that the Union,
- 5.1.13 trade in the course of carrying out any of its objects,
- 5.1.14 incorporate wholly owned subsidiary companies to carry on any taxable trade,
- 5.1.15 subject to Article 10 employ and pay employees and professionals or other advisors,
- 5.1.6 grant pensions and retirement benefits to employees of the Union and to their dependents and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependents,
- 5.1.17 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies),
- 5.1.18 undertake and execute any charitable trusts which may lawfully be undertaken by it,

- 5.1.19 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property,
- 5.1.20 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 5.1.20.1 the investment policy is set down in writing for the financial expert by the Trustees,
 - 5.1.20.2 every transaction is reported promptly to the Trustees,
 - 5.1.20.3 the performance of the investment is reviewed regularly by the Trustees,
 - 5.1.20.4 the Trustees are entitled to cancel the delegation at any time,
 - 5.1.20.5 the investment policy and the delegation arrangements are reviewed at least once a year,
 - 5.1.20.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt,
 - 5.1.20.7 and the financial expert may not do anything outside the powers of the Trustees,
- 5.1.21 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,
- 5.1.22 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,
- 5.1.23 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, purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to the Union's objects,
- 5.1.24 convert to and transfer all its assets and liabilities to a charitable incorporated organisation (CIO) and to pay any costs associated with doing so,
- 5.1.25 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union provided that no such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them), in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees, in their capacity as directors of the Union,
- 5.1.26 co-operate with other bodies,
- 5.1.27 set aside funds for special purposes or as reserves against future expenditure,

- 5.1.28 insure the property of the Union against any foreseeable risk and take out other insurance policies to protect the Union when required,
- 5.1.29 enter into contracts to provide services to or on behalf of other bodies,
- 5.1.30 provide services, as determined by the Education Act 1994, to Students who exercise their right not to be a member, and
- 5.1.31 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 charitable objects. No part shall be paid or transferred directly or indirectly to Student Members or Trustees of the Union except for payment in good faith of:
 - 6.1.1 any payment made to any beneficiary of the Union (including a Student Member),
 - 6.1.2 reasonable and proper remuneration to any person other than a Trustee for any services given to the Union and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Student Member, officer or employee of the Union,
 - 6.1.3 interest on money lent to the Union at a reasonable and proper rate,
 - 6.1.4 any reasonable and proper rent for premises let to the Union,
 - 6.1.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a Student Member of their immediate family holds not more than one per cent of the capital,
 - 6.1.6 reasonable and proper out-of-pocket expenses of Trustees,
 - 6.1.7 reasonable and proper premiums, in respect of indemnity insurance, in accordance with Article 33.1 of these Articles,
 - 6.1.8 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of theirs, when instructed by the Union to act in a professional capacity on its behalf, except that at no time shall a majority of the Student Members of the Union or of the Trustees benefit under this provision and provided that any such Student Member or Trustee shall withdraw from any meeting at which their appointment or payment or that of their partner is under discussion, and
 - 6.1.9 reasonable and proper payment to any Sabbatical Trustee to be remunerated by the Union from time to time, but only if the procedure described in Article 8 of these Articles is followed in relation to the Sabbatical Trustees, and provided that this provision may not apply to more than four Sabbatical Trustees in any financial year at any one time (with the exception of a two-week handover period), and subject always to the provisions of Section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).

7 Membership

- 7.1 The Members of the Union shall be as follows:
 - Student Members, and

Company Law Members

7.2 Student Members

7.2.1 The Student Members of the Union shall be as follows:

each and every Student who has not opted out by notifying University of South Wales University of their wish not to be a Student Member of the Union; and

the Sabbatical Trustees of the Union.

7.3 All sabbatical officers employed by the Union and Student Members shall be entitled to the benefits set out in the Code of Practice, as published annually by the University of South Wales.

7.4 A Student Member shall automatically cease to be a Student Member of the Union when they cease to be a Student or opt out of Membership by giving written notice to the University of South Wales in accordance with the Standing Orders and/or when they cease to be a Sabbatical Trustee.

7.5 In the case of Student Members other than the Sabbatical Trustees, a Student Member shall cease to be a Student Member of the Union if their membership has been withdrawn as a result of the Member Disciplinary process, as detailed in the Standing Orders.

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

7.7 Company Law Members

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

7.8 A Trustee shall become a Company Law Member on becoming a Trustee.

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

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

7.11 Company Law Membership is not transferable and shall cease on death.

7.12 Liability of Company Law Members

7.12.1 The liability of each Company Law Member is limited to £1, 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:

7.12.1.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member,

7.12.1.2 payment of the costs, charges and expenses of winding up, and

7.12.1.3 adjustment of the rights of the contributories among themselves.

7.13 Honorary Membership

7.13.1 In accordance with the Standing Orders, the Student Council may elect and remove Honorary Life Members of the Union. These shall be such persons as the Student Council considers fit.

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

7.15 Such Honorary Life Members shall not be Members for the purposes of these Articles or the Companies Acts and shall not be entitled to vote on any matter.

8 Trustees

8.1 The Board of Trustees will comprise:

8.1.1 not more than four Sabbatical Trustees appointed in accordance with Articles 8.3;

8.1.2 not more than three Student Trustees appointed in accordance with Articles 8.10; and

8.1.3 not more than five Co-opted Trustees appointed in accordance with Articles 8.13

8.2 Prior to their appointment, each Trustee must sign a declaration confirming that they understand the duties imposed on charity trustees and are willing to act as a Trustee of the Union.

8.3 Not more than four Sabbatical Trustees shall be elected, by secret ballot, by the Student Members of the Union at an election held in accordance with the Standing Orders and shall remain in office for a term of usually twelve months, as specified in the Standing Orders. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. At the same time as commencing the term of office as Trustee, the Sabbatical Trustee will enter into a contract of employment with the Union for a term to be determined by these Articles.

8.4 The Sabbatical Trustees shall be elected to such full-time posts as are specified in the Standing Orders of the Union from time to time.

8.5 Subject to the transitional changes in the term of office as set out in Article 8.3

8.5.1 Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Student Members of the Union at an election to be held in accordance with the Standing Orders, and

8.5.2 the maximum period that a Sabbatical Trustee may serve is twenty four months, and for the avoidance of doubt no person shall hold a sabbatical or other paid elected union office of any kind, for a period of more than two calendar years in total.

8.6 Each Sabbatical Trustee must be a Student Member of the Union at the time of their election.

8.7 The Sabbatical Trustees shall be deemed to be "major union office holders" for the purposes of section 22 of the Education Act.

8.8 A Sabbatical Trustee shall become a Student Member of the Union for a term of 12 months on the commencement of their appointment or re-appointment as Sabbatical Trustee.

8.9 The duties and payment of each Sabbatical Trustee shall be as set out in the Standing Orders (as amended from time to time).

8.10 Three Student Trustees shall be elected by secret ballot by the Student Members of the Union at an election to be held in accordance with the Standing Orders and shall remain in office for a term of

usually twelve months as specified in the Standing Orders. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end.

- 8.11 Student Trustees may be re-elected for a further non-renewable term of usually one year. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end. The maximum period that a Student Trustee may serve is twenty four months.
- 8.12 Each Student Trustee must be a Student Member at the time of their election (and shall continue to be a Student Member for the duration of their term as a Student Trustee).
- 8.13 Subject to Article 8.13, the Trustees shall co-opt by a simple majority of those present and voting up to five such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Co-opted Trustees.
- 8.13.1 Two of the five will be alumni of the University of South Wales (including any and all of its former names) subject to ratification by the Student Council and the Student Voice Forum.
- 8.13.2 Unless their appointment is terminated in accordance with Article 18, Co-opted Trustees shall remain in office for terms of up to three years calculated from the date of appointment.
- 8.14 Subject to Articles 16 and 18, at the end of their term of office Co-opted Trustees shall be eligible for reappointment by a simple majority of those trustees present and voting for a further term of up to three years, but shall not be eligible for re-appointment once they have served six years in aggregate.
- 8.15 The Board may, at their discretion, permit any Co-opted Trustee who is in office at the date these Articles are adopted by special resolution to remain in office for a term of up to four years calculated from the date of appointment, and serve a maximum of seven years in aggregate.
- 8.16 The Board of Trustees shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, these Articles and the Standing Orders) may exercise all the powers of the Union. No alteration of these Articles or the Standing Orders 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.
- 8.17 The Board of Trustee's powers under Article 5 shall include but not be limited to ultimate responsibility for the governance of the Union, the budget of the Union, and setting the strategy and direction of the Union.
- 8.18 The Board of Trustees shall provide the Student Council with a regular update of its meetings and decisions (and at least five such updates a year) either orally or in writing.

9 Chair and Honorary Officers

- 9.1 The Trustee Chair shall be a Co-opted Trustee, as elected by the Trustee Board. Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.
- 9.2 The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

10 Conflicts of Interest

- 10.1 Unless Article 10.2 applies, a Trustee must declare the nature and extent of any direct or indirect interest which they have in a proposed transaction or arrangement with the Union and any duty or

any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to Union.

- 10.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

11 Proceedings of Trustees

- 11.1 Subject to the provisions of these Articles and the Standing Orders of the Union, the Trustees may regulate their proceedings as they think fit

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

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

- 11.4 No business may be dealt with at a meeting of the Trustees unless at least six Trustees are present comprising of, so far as is practicable, having regard to any vacancies on the Board of Trustees, a majority of Sabbatical Trustees and Student Trustees over the number of Co-opted Trustees and at least one Co-opted Trustee.

- 11.5 The Trustees or a sole Trustee may continue to act despite any vacancies in their number but, and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of arranging an election but for no other purpose.

- 11.6 Unless they are unwilling to do so, the Trustee Chair shall preside at every meeting of Trustees at which they are present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint another Trustee to chair the meeting.

- 11.7 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee (apart from the selection or election procedure) or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

- 11.8 A meeting of the Trustees may be held either in person or by teleconference or by other suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

- 11.9 The Trustees shall invite the Chief Executive of the Union to attend and speak at meetings of the Board of Trustees. The Chief Executive shall not be entitled to vote or count in the quorum upon any business dealt with at such meetings.

- 11.10 The Trustees shall hold a minimum of three meetings in any Academic Year.

12 Decision making without a meeting

- 12.1 A written resolution signed by all Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 12.2 A resolution of the Trustees which is approved in whole by email or in part in writing and by email shall be as valid and effectual as if it had been passed at a meeting of the Trustees, provided the following conditions are complied with:
- 12.2.1 such a resolution must be approved by email by all Trustees, except for any Trustee who has signed a resolution in writing in like form or who would not have been entitled to vote upon the resolution if it had been proposed at a meeting at which they were present (whether as a result of a conflict of interest or otherwise),
- 12.2.2 notice of all proposed resolutions must be given to all Trustees,
- 12.2.3 approval from each Trustee entitled to give their approval must be received by such person as the entire Board of Trustees shall have nominated in advance for that purpose ("the Recipient"),
- 12.2.4 approval from a Trustee must be sent from an email address previously notified by that Trustee, in person, to the Trustee Chair as intended for use by that Trustee for the purpose of sending such email confirmations,
- 12.2.5 following receipt of a response on any resolution from each Trustee entitled to give his or her or their approval, the Recipient shall circulate a further email to all Trustees confirming whether the resolution has been formally approved by the Board of Trustees in accordance with the terms of this Article; and
- 12.2.6 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

13 Participation in decision-making

- 13.1 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 13.2 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they may participate in the decision-making process and may be counted in the quorum and vote unless:
- 13.2.1 the decision could result in the Trustee or any person who is connected with them receiving a benefit other than any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 6) and which is available generally to the beneficiaries of the Union,
- 13.2.2 the payment of premiums in respect of indemnity insurance effected in accordance with Article 33.1,
- 13.2.3 payment under the indemnity set out at Article 33.1, and
- 13.2.4 reimbursement of expenses in accordance with Article 15, or

- 13.2.5 a majority of the other Trustees participating in the decision-making process decide to the contrary, in which case they must comply with Article 13.3.
- 13.3 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article, they must:
 - 13.3.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate,
 - 13.3.2 not be counted in the quorum for that part of the process , and
 - 13.3.3 withdraw during the vote and have no vote on the matter.
- 13.4 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles, in respect of that conflict,
 - 13.4.1 the Trustee 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, and
 - 13.5 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which they, or any person connected with them derives from any matter or from any office, employment or position.

14 Delegation of Trustees' Powers

- 14.1 The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 14.1.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co options up to a specified number), and
 - 14.1.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify, and
 - 14.1.3 the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary, and
 - 14.1.4 all delegations shall be revocable at any time, and
 - 14.1.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
- 15 The meetings and proceedings of any committee shall be governed by the provisions of the Articles and the Standing Orders regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any regulations made by the Trustees).
- 14.3 The Trustees may by a resolution invite any person to attend and speak (but not vote) at meetings of any committee.
- 14.4 The Trustees may by a resolution appoint any person willing to so act as an external advisor to any committee External advisors may attend and speak (but not vote) at meetings of any such committee.

- 14.5 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, the Trustees may delegate all financial matters to any committee, including:
- 14.5.1 all matters relating to the remuneration of employees of the Union, and
 - 14.5.2 the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
- 14.6 In the case of delegation of the day-to-day management of the Union to the Chief Executive, 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.
- 14.6 The Trustees shall provide the Chief Executive with a description of their role and the extent of their authority.
- 14.7 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.
- 14.8 The Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

15 Expenses of Trustees

- 15.1 The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Union or otherwise in connection with the discharge of their duties.

16 Disqualification of Trustees

- 16.1 The office of a Trustee shall be vacated if:
- 16.1.1 they cease to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law,
 - 16.1.2 they become prohibited by law from being a charity trustee,
 - 16.1.3 they become bankrupt or make any arrangement or composition with their creditors generally,
 - 16.1.4 the Trustees reasonably believe they are suffering from mental or physical disorder and are incapable of acting as a Trustee and they resolve that they be removed from office,
 - 16.1.5 they resign office 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),
 - 16.1.6 they are absent from two consecutive meetings of the Trustees without good cause, and
 - 16.1.7 they are removed from office under Articles 17-19.

17 Removal of Sabbatical Trustees

17.1 The office of a Sabbatical Trustee shall be vacated if:

17.1.1 a secure petition for a motion of no confidence in the Sabbatical Trustee is signed by at least 3% of the Student Members of the Union, and the motion of no confidence is passed by Referendum in accordance with the Standing Orders or

17.1.2 they are removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as an elected officer, in accordance with the Standing Orders. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be four made up of Sabbatical and Student Trustees and the quorum in Article 11.4 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote.

17.2 Subject to Article 20, a Trustee removed under Article 17.1 shall be removed both from their remunerated sabbatical position within the Union and as a Sabbatical Trustee of the Union.

17.3 A re-elected Sabbatical Trustee will be prevented from continuing as a Sabbatical Trustee for a second term of office for failing to act in the best interests of the Union whether as a Trustee or as an elected officer, subject to a resolution by a simple majority of the remaining Sabbatical Trustees and Student Trustees present and voting. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be four made up of Sabbatical and Student Trustees and the quorum in Article 11.4 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote.

17.4 A Sabbatical Trustee Elect will be prevented from taking up post for failing to act in the best interests of the Union or having been sanctioned under the Union's Member Disciplinary procedure, subject to a resolution by a simple majority of the remaining Sabbatical Trustees and Student Trustees present and voting. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be four made up of Sabbatical and Student Trustees and the quorum in Article 11.4 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote.

18 Removal of Co-opted Trustees

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

18.1.1 a secure petition for a motion of no confidence in the Co-opted Trustee is signed by at least 3% of the Student Members of the Union and the motion of no confidence is passed by Referendum in accordance with the Standing Orders , or

18.1.2 they are removed by a resolution of those Trustees present and voting for failing to act in the best interests of the Union in accordance with the Standing Orders. Such a resolution will be passed by a simple majority of the Trustees. The Co-opted Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote they may have.

19 Removal of Student Trustees

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

- 19.1.1 a secure petition for a motion of no confidence in the Student Trustee is signed by at least 3% of the Student Members of the Union and the motion of no confidence is passed by a Referendum in accordance with the Standing Orders, or
- 19.1.2 they are removed by a resolution by simple majority of those Sabbatical Trustees and Student Trustees present and voting for failing to act in the best interests of the Union whether as a Trustee or as an elected officer, in accordance with the Standing Orders. For the avoidance of doubt, Co-opted Trustees and the Trustee concerned shall not vote on this resolution. The quorum shall be four made up of Sabbatical and Student Trustees and the quorum in Article 11.4 shall be adjusted accordingly. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote.

20 Rights of Removed Trustee

- 20.1 A resolution to remove a Trustee in accordance with Articles 16, 17, 18 and 19 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice, in writing, that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office and has been forwarded a reasonable opportunity of being heard by or making written representations to the other Trustees.
- 20.2 A Trustee removed from office in accordance with Articles 16, 17, 18 and 19 only shall be entitled to appeal the decision to remove them to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of the following persons:
 - 20.2.1 one member of the University Board of Governors;
 - 20.2.2 a CEO/General Manager of another Students' Union; and
 - 20.2.3 one external member.
- 20.3 The members of the Appeal Body must not have been involved in the original decision to remove and its procedures will be as set out in the Standing Orders.
- 20.4 A resolution of the Appeal Body approving or not approving the removal shall be made in accordance with the procedure set out in the Standing Orders.
- 20.5 If such a resolution is passed it shall take effect as a removal of that Trustee from office with effect from the date the Trustee was removed by the Board of Trustees. If such a resolution is not passed, that Trustee shall continue to be a Trustee and be subject to the requirements of these Articles as if no resolution to remove the Trustee had been passed.

21 Replacement of Trustees

- 21.1 If a Sabbatical Trustee or a Student Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Standing Orders of the Union.
- 21.2 If a Student Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Standing Orders of the Union.

- 21.3 If a Sabbatical Trustee retires, is disqualified or is removed from office at any time following the commencement of the Academic Year, the Union will hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Standing Orders of the Union. A Trustee appointed in accordance with this Article shall remain in office until the next elections are held and the newly appointed Sabbatical Trustee takes office. If that person is not elected as a Trustee, they will automatically cease to be a Trustee when the newly-appointed Sabbatical Trustee takes office.
- 21.4 If a Co-opted Trustee retires, is disqualified or is removed from office at any time, the Trustees may co-opt a replacement Trustee pursuant to the provisions of Article 8.13.

22 Student Members' Meetings

- 22.1 The Union shall hold an annual Student Members' meeting once in each Academic Year, which shall be called and held in accordance with the Standing Orders. The annual Student Members' meeting shall be held at such time and place as the Trustees think suitable to allow the maximum number of Student Members to attend.
- 22.2 Every notice calling an annual Student Members' meeting shall specify the place, day and time of the meeting and the general nature of the business to be dealt with. This business shall include:
- 22.2.1 ratification of minutes of the previous annual Student Members' meeting,
 - 22.2.2 receiving the report of the Trustees on the Union's activities since the previous annual Student Members' meeting,
 - 22.2.3 receiving the accounts of the Union for the previous financial year,
 - 22.2.4 approving the list of affiliations of the Union,
 - 22.2.5 debating and setting Union Policy,
 - 22.2.6 open questions to the Trustees by the Student Members, and
 - 22.2.7 discussing and dealing with any other business put before the Student Members by the Trustees.
- 22.3 The Union may hold other Student Members' meetings in addition to the annual Student Members' meeting. Such meetings shall be called and held in accordance with the Standing Orders.
- 22.4 For the avoidance of doubt, any Student Members' meeting held under Articles 22.1 to 22.3 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.
- 22.5 The Student Council Chair shall chair annual Student Members' meetings.
- 22.6 If the Student Council Chair is unable or unwilling to do so, some other Student Member elected by those Student Members present and entitled to vote shall chair the meeting.

23 Company Law Meetings

- 23.1 The Trustees may call a Company Law Meeting at any time.
- 23.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 23.3 A Company Law Meeting will be held to satisfy the Union's obligations under Company Law.

- 23.4 A Company Law meeting will be held where the Union wishes to pass a company law resolution (other than by way of a written resolution) in accordance with these Articles and/or the Companies Acts.
- 23.5 Subject to this Article, a written resolution agreed by:
- 9.5.1 Company Law Members representing a simple majority, or
 - 9.5.2 (in the case of a special resolution) Company Law Members representing not less than 75% of the total voting rights of eligible Company Law Members shall be effective
- 23.6 On a written resolution each Company Law Member shall have one vote.
- 23.7 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 23.8 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.
- 23.9 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.
- 23.10 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 23.11 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.
- 23.12 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- 23.12.1 identifying the resolution to which it relates, and
 - 23.12.2 indicating the Company Law Member's agreement to the resolution
- 23.13 For the purposes of Article 23.12:
- 23.13.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it, and
 - 23.13.2 a document sent or supplied in Electronic Form is sufficiently authenticated if the identity of the sender is confirmed in a manner specified by the Union, or
 - 23.13.3 where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.
- 23.14 If the Union gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

24 Student Council

- 24.1 The Student Council shall have the authority to:
- 24.1.1 represent the voice of the Students, in matters of a non-academic nature,

- 24.1.2 subject to Article 8.17, set the Policy of the Union and refer Policy to Referenda of the Student Members (in accordance with the Standing Orders) and enforce this policy as agreed by any such referenda (provided that this does not conflict with the Board of Trustees' powers under Article 5),
- 24.1.3 make, repeal, and amend the Standing Orders jointly with the Trustees and Student Voice Forum in accordance with Article 28,
- 24.1.4 receive a quarterly report from the Trustees,
- 24.1.5 receive reports from sub-committees of the Student Council,
- 24.1.6 appoint student representatives, other than ex officio representatives, to Union and University committees as and when required,
- 24.1.7 hold the Sabbatical Trustees to account for their non-academic representational work,
- 24.1.8 ratify the affiliation of Student Groups within and to the Union
- 24.2 The composition and proceedings of the Student Council shall be set out in the Standing Orders. No Student Member may hold more than one seat on the Student Council at any one time.
- 24.3 Removal of any member of the Student Council shall be in accordance with the Articles and Standing Orders.
- 24.4 The Student Council shall meet in accordance with the Standing Orders as amended from time to time.
- 24.5 The Student Council shall provide the Board of Trustees with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.

25 Student Voice Forum

- 25.1 The Student Voice Forum shall have the authority to:
 - 25.1.1 represent the voice of the Students, in matters of an academic nature
 - 25.1.2 subject to Article 8.17, set the Policy of the Union and refer Policy to Referenda of the Student Members (in accordance with the Standing Orders) and enforce this policy as agreed by any such referenda (provided that this does not conflict with the Board of Trustees' powers under Article 5),
 - 25.1.3 make, repeal, and amend the Standing Orders jointly with the Trustees and the Student Council in accordance with Article 29,
 - 25.1.4 receive a quarterly report from the Trustees,
 - 25.1.5 receive reports from sub-committees of the Student Voice Forum,
 - 25.1.6 appoint student representatives, other than ex officio representatives, to Union and University committees as and when required,
 - 25.1.7 hold the Sabbatical Trustees to account for their academic representational work,
- 25.2 The composition and proceedings of the Student Voice Forum shall be set out in the Standing Orders. No Student Member may hold more than one seat on the Student Voice Forum at any one time.

- 25.3 Removal of any member of the Student Voice Forum shall be in accordance with the Articles and Standing Orders.
- 25.4 The Student Voice Forum shall meet in accordance with the Standing Orders as amended from time to time.
- 25.5 The Student Voice Forum shall provide the Board of Trustees with an update of its meetings and decisions at least four times in any Academic Year either orally or in writing.

26 Referenda

- 26.1 All Student Members of the Union shall be entitled to vote in Referendum called in accordance with the Standing Orders.
- 26.2 Referenda may be called to determine the following:
 - 26.2.1 in accordance with Article 34, to approve proposed amendments to the Articles, a quorum of 5% of Student Members will be required to validate the Referendum and a majority of two thirds will be required for the changes to be approved,
 - 26.2.2 in accordance with Article 17, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of 5% of Student Members will be required to validate the Referendum and a simple majority will be required for the motion to be approved,
 - 26.2.3 in accordance with Article 18 to pass a motion of no confidence in a Co-opted Trustee, a quorum of 5% of Student Members will be required to validate the Referendum and a simple majority will be required for the motion to be approved,
 - 26.2.4 in accordance with Article 19, to pass a motion of no confidence in a Student Trustee, a quorum of 5% of Student Members will be required to validate the Referendum and a simple majority will be required for the motion to be approved,
 - 26.2.5 in accordance with Article 5 and Article 24.1.2 to agree political and campaign policy referred to referendum by the Board of Trustees, Student Council or Student Members' Meeting, a quorum of 5% of Student Members will be required to validate the Referendum and a simple majority will be required for the motion to be approved,
 - 26.2.6 in accordance with the Standing Orders, to call a Referendum on affiliations, a quorum of 5% of Student Members will be required to validate the Referendum and a simple majority will be required for the motion to be approved.
- 26.3 A Referendum can be called on any issue by the following:
 - 26.3.1 a simple majority of the Board of Trustees,
 - 26.3.2 a two thirds majority of the Student Council,
 - 26.3.3 a simple majority of Student Members present and voting in a Student Members' Meeting with a quorum of one percent of the total Student Membership entitled to vote,
 - 26.3.4 any Student Member via a secure petition signed by one percent of the total Student Membership entitled to vote

27 General Minutes

- 27.1 The Trustees shall keep minutes of all proceedings at general meetings of the Union and meetings of the Trustees and of committees of Trustees, including the names of the Trustees present at each such meeting. The Chair of the meeting or the Chair of the next succeeding meeting, shall sign the minutes, and any minutes which purport to be so signed will be sufficient evidence of the proceedings. The minutes of these meetings will be available to Student Members.
- 27.2 Student Members have the right to ask the Trustees questions in writing about the contents of any documents referred to in Article 26.1 and may expect a response within 21 days.

28 Accounts and Reports

- 28.1 The Union may, in any general meeting, impose reasonable restrictions as to the time at which and the manner in which the books and accounting records of the Union may be inspected by the Student Members, but subject to which the books and accounting records shall be open to inspection by the Student Members during usual business hours.
- 28.2 The Trustees shall comply with the requirements of the Education Act, the Companies Acts (or any statutory re-enactment or modification of those Acts) and any requirements of charity law as to keeping financial records and the audit or examinations of accounts, maintaining a Company Law Members' register and the preparation and transmission to the Registrar of Companies and the Charity Commission of annual reports, annual returns and annual statements of account.

29 Standing Orders

- 29.1 The Trustees and the Student Council and the Student Voice Forum shall have the power from time to time to jointly make, repeal or amend Standing Orders as to the management of the Union and its working practices provided that such Standing Orders shall not be inconsistent with these Articles.

30 Guidance and Strategy documents

- 30.1 The Trustees shall have the power, from time to time to make, repeal or alter guidance and strategy documents provided that such guidance and strategy documents shall not be inconsistent with these Articles.

31 Notices

- 31.1 Subject to these Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under this Constitution or the Companies Acts 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 the Union, including without limitation:
- 31.1.1 in Hard Copy Form,
 - 31.1.2 in Electronic Form, or
 - 31.2.3 by making it available on a website.
- 31.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be

deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

- 31.3 Subject to these 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 which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 31.4 A Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 31.5 Where any document or information is sent or supplied by the Union to the Members:
- 31.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted,
- 31.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent
- 31.5.3 where it is sent or supplied by means of a website, It Is deemed to have been received when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 31.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

32 Exceptions

- 32.1 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.
- 32.2 Notices of Company Law Meetings need not be sent to a Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

33 Disciplinary Procedure

- 33.1 The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Standing Orders.
- 33.2 All Student Members of the Union and Sabbatical Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events/activities organised by the Union.
- 33.3 The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of the Union. Membership of the Union may also be revoked.

34 Indemnity

- 34.1 Subject to the provisions of the Companies Acts 1985 to 2006, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Union shall be indemnified out of the assets of the Union against any liability incurred 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.

35 Amendments to the Articles

- 35.1 The Trustees and University of South Wales shall review the Articles at intervals of not more than five years.
- 35.2 Any amendment to the Articles shall require the following:
- 35.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members (the "Proposal"),
- 35.2.2 A period of time (as set out in the Standing Orders) during which any amendments to the Proposal may be submitted to the Board of Trustees,
- 35.2.3 The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article 34.2.2 which the Board of Trustees in their absolute discretion have accepted,
- 35.2.4 Either, a resolution approved by two-thirds majority of the Student Members voting by Referendum to approve the Proposal or the revised Proposal (as the case may be) provided that at least 5% of the total Student Membership entitled to vote upon the resolution vote in the Referendum, OR a resolution approved by a two-thirds majority of the Student Members voting at an annual Student Members' Meeting, in accordance with Article 22.1,
- 35.2.5 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article 34.2.4, and
- 35.2.6 the approval of the University Board of Governors.
- 35.3 For the avoidance of doubt, these Articles may not be altered and/or amended by the Union without the written approval of University Board of Governors and no such alterations shall be valid until such approval has been obtained.

36 Winding Up and/or Dissolution

- 36.1 If, at any time, the Student Members at a General Meeting, decide to dissolve the Union, the Trustees will remain in office and will be responsible for the orderly winding up of the Union's affairs.
- 36.2 If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Members of the Union. It shall instead be given or transferred to the University of South Wales or if the University of South Wales has ceased to exist, some other charitable institution(s) 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 if the University of South Wales has ceased to exist shall be chosen by the Company Law Members of the Union at or before the time of winding up or dissolution.

37 Exclusion of Model Articles

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