

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum
and
Articles of Association
of
Liverpool Guild of Students**

Bates Wells & Braithwaite London LLP
10 Queen Street Place
London EC4R 1BE
www.bwbllp.com

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Liverpool Guild of Students

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company.

Name of each subscriber

Authentication by each subscriber

Samuel Johnson

Patrick Stern

Klaus-Peter Dudas

Dated: 23 July 2010

Table of Contents and Comments

Key Constitutional Provisions

Page 1

This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the articles can be amended.

Membership

Page 7

This section describes who the members of the students' union are.

Referenda and Preferenda

Page 8

This section describes how a referendum and preferendum may be called.

Meetings

Page 10

This section describes how Members' meetings and general meetings are called and what business will take place within them.

Trustees

Page 18

This section describes who the trustees are, how they are appointed, how they can be removed and their powers.

Decision Making By Trustees

Page 24

This section describes how trustees can make decisions and how trustee meetings will be called and run.

Guild Summit

Page 28

This section deals with the powers and responsibilities of Guild Summit.

Administrative Arrangements and Miscellaneous Provisions

Page 29

This section deals with miscellaneous issues and includes a table of definitions and interpretations.

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Liverpool Guild of Students

BACKGROUND

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

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 70. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Name

The name of the company is Liverpool Guild of Students. In these Articles it is called “the Guild”.

3. Registered office

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

4. Objects

The objects of the Guild are the advancement of education of Students at the University of Liverpool for the public benefit by:

- 4.1 providing opportunities for the expression of Student opinion and actively representing, supporting and advising Students;
- 4.2 acting as the recognised representative channel of communication between Students and the University of Liverpool and other external bodies;
- 4.3 promoting the interests and welfare of Students at the University of Liverpool;
- 4.4 facilitating social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students, and providing services and support for its Students; and
- 4.5 working with other students' unions and affiliated bodies.

5. Powers

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

- 5.1 provide services and facilities for Members;
- 5.2 establish, support, promote and operate a network of student activities for Members;
- 5.3 support any RAG or similar fundraising activities carried out by 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:
 - 5.4.1 carry out campaigning activities;
 - 5.4.2 seek to influence public opinion; and
 - 5.4.3 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 Guild 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 in any medium 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, making the useful results available;
- 5.8 provide or appoint others to provide advice, guidance, representation and advocacy;
- 5.9 enter into contracts to provide services to or on behalf of other bodies;
- 5.10 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 5.11 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 5.12 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Guild's objects);
- 5.13 undertake and execute charitable trusts;
- 5.14 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 5.15 pay out of the funds of the Guild the costs of forming and registering the Guild;
- 5.16 accept (or disclaim) gifts of money and any other property;
- 5.17 raise funds by way of subscription, donation or otherwise;
- 5.18 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 5.19 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Guild must comply as appropriate with the Charities Act 2011);
- 5.20 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Guild must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 5.21 make grants or loans of money and give guarantees;
- 5.22 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Guild, including (without limitation) by creating permanent endowment;

- 5.23 invest and deal with the Guild's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.24 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 5.24.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
 - 5.24.2 every transaction is reported in a timely manner to the Trustees;
 - 5.24.3 the performance of the investments is reviewed regularly by the Trustees;
 - 5.24.4 the Trustees are entitled to cancel the delegation at any time;
 - 5.24.5 the investment policy and the delegation arrangements are reviewed regularly;
 - 5.24.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
 - 5.24.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 5.25 arrange for investments or other property of the Guild to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 5.26 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;
- 5.27 open and operate bank 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;
- 5.28 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;
- 5.29 incorporate and acquire subsidiary companies to carry on any trade;
- 5.30 subject to Article 6 (Limitation on private benefits):
 - 5.30.1 engage and pay employees, consultants and professional or other advisers; and
 - 5.30.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Guild and to their spouses and dependants;
- 5.31 insure the property of the Guild against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Guild;
- 5.32 provide indemnity insurance for the Trustees or any other officer of the Guild in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third

references to “charity trustees” in the said Section 189 shall be treated as references to officers of the Charity); and

5.33 do all such other lawful things as may further the Guild’s objects.

6. Limitation on private benefits

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

Permitted benefits to Members

6.2 Except as provided below no part of the income and property of the Guild may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Guild. This shall not prevent any payment in good faith by the Guild of:

6.2.1 any payments made to any Member in their capacity as a beneficiary of the Guild;

6.2.2 reasonable and proper remuneration to any Member for any goods or services supplied to the Guild provided that if such Member is a Trustee Article 6.3 shall apply;

6.2.3 interest on money lent by any Member to the Guild at a reasonable and proper rate; and

6.2.4 any reasonable and proper rent for premises let by any Member to the Guild.

Permitted benefits to Trustees and Connected Persons

6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Guild; be employed by, or receive any remuneration from, the Guild; or receive any other financial benefit from the Guild. This shall not prevent any payment in good faith by the Guild of:

6.3.1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Guild;

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 Guild 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 Guild;

(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 59 (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 59 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
 - (e) subject to Article 6.5, 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 Guild 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 Guild;
- 6.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.32;
- 6.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 69; and
- 6.3.8 any payments authorised in writing by the Charity Commission.

Subsidiary Companies

- 6.4 In Articles 6.2 and 6.3, references to the Guild shall be read as references to the Guild and/or any Subsidiary Company.
- 6.5 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 Guild 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 Guild uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Guild in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

- 7.1 payment of the Guild's debts and liabilities contracted before they cease to be a 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 Guild has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Guild. It shall instead be given or transferred to the University of Liverpool, or if the University has ceased to exist some other charitable institution(s) having similar objects to those of the Guild 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 Guild. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the Members of the Guild at or before the time of winding up or dissolution.

9. Reviewing and Amending the Articles

9.1 The Trustees and the University of Liverpool shall be required to review the provisions of these Articles at intervals of not more than three years.

9.2 The written approval of the University Council shall be required for any amendments to the Articles (such approval not to be unreasonably withheld or delayed) and no such amendments shall be valid until such approval has been obtained.

9.3 No amendments to the Articles shall be valid until approval of the Members has been obtained by the passing of a special resolution in accordance with the Companies Acts.

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10. Becoming a Member

10.1 The Members shall be as follows:

10.1.1 each and every Student who has not opted out by notifying the University of Liverpool or the Guild of their wish not to be a Member; and

10.1.2 the Sabbatical Officers.

10.2 Members shall be entitled to the benefits set out in the Code of Practice.

10.3 Members' details shall be entered in the Register of Members.

11. Termination of Membership

Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member if:

- 11.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Member's Student status with the University of Liverpool is revoked by the University;
- 11.2 they cease to be a Sabbatical Officer;
- 11.3 they opt out of Membership by giving written notice to the Guild in accordance with the Bye-Laws; or
- 11.4 a decision is made to remove them from Membership in accordance with the Guild's code of conduct or Members' disciplinary procedure.

ASSOCIATE MEMBERS

12. Associate members

The Trustees 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 Members of the Guild for the purposes of the Articles or the Companies Acts and shall not be entitled to vote on any matter.

CODE OF CONDUCT

13. Code of Conduct

- 13.1 The Board of Trustees will establish and monitor a "code of conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Guild.
- 13.2 The code of conduct or the Members' disciplinary procedure may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of any or all of the rights and privileges of Membership, including the holding of office.

PATRONS

14. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Guild and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting or Members' meeting of the Guild as if a Member and shall also have the right to receive accounts of the Guild when available to Members.

REFERENDA

15. Referenda

- 15.1 A Referendum may be called on any issue by:
 - 15.1.1 a simple majority resolution of the Trustees;

- 15.1.2 a simple majority resolution of the Members at a quorate Members' meeting; or
 - 15.1.3 a Secure Petition signed or agreed to by at least 3% of the Members.
- 15.2 A Referendum may be called on the following:
- 15.2.1 in accordance with Article 39, to pass a motion of no confidence in a Trustee, provided that at least 3% of the Members votes in favour of removing the Trustee and the motion is passed by a two thirds majority of the Members voting in the Referendum;
 - 15.2.2 in accordance with Article 41.2, to pass a motion of no confidence in an Elected Officer, provided that at least 3% of the Members votes in favour of removing the Elected Officer and the motion is passed by a two thirds majority of the Members voting in the Referendum;
 - 15.2.3 to agree Policy referred to Referendum by the Trustees;
 - 15.2.4 subject to Article 43.3, to set Policy, provided that Policy set by Referenda may overturn Policy set by Referenda but not Policy set by the Members in general meeting or at a Members' meeting; and
 - 15.2.5 in accordance with the Bye-Laws, to agree affiliations, provided that at least 5% of the Members will need to cast a vote in the Referendum for it to be passed.
- 15.3 All Members shall be entitled to vote in a Referendum.
- 15.4 Subject to Articles 15.2.5, 39 and 41.2, a resolution may only be passed by Referendum if at least 3% of the Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 15.5 Referenda shall be conducted in accordance with these Articles and the Bye-Laws.

16. Preferenda

- 16.1 A Preferendum may be called on any issue by:
- 16.1.1 a simple majority resolution of the Trustees;
 - 16.1.2 a Secure Petition signed or agreed to by at least 1% of the Members in response to a decision passed at Guild Summit; or
 - 16.1.3 a decision by Guild Summit to refer a matter to a Preferendum.
- 16.2 A Preferendum shall be held on a motion following a failure of Guild Summit to reach a consensus on that motion in accordance with Article 61.2.
- 16.3 All Members shall be entitled to vote in a Preferendum.
- 16.4 A resolution may only be passed by Preferendum if at least 3% of the Members cast a vote in the Preferendum. Preferenda are subject to Article 43.3.
- 16.5 Preferenda shall be conducted in accordance with these Articles and the Bye-Laws.

MEMBERS' MEETINGS

17. Members' meetings

- 17.1 Subject to Article 17.3, the Guild must hold an annual Members' meeting once in each Academic Year which shall be called and held in accordance with the Bye-Laws. The annual Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.
- 17.2 The business to be dealt with at the annual Members' meeting shall include:
- 17.2.1 receiving the accounts;
 - 17.2.2 receiving the Trustees' Report;
 - 17.2.3 approval of affiliations; and
 - 17.2.4 open questions to the Trustees.
- 17.3 If in any Academic Year the Guild holds a general meeting for the purposes of the Companies Acts, it shall not be required to also hold an annual Members' meeting in that Academic Year.
- 17.4 The Guild may call a Members' meeting at any time. Such meetings shall be called and held in accordance with the Bye-Laws.
- 17.5 Any Members' meeting held under this Article shall not be a general meeting of the Guild for the purposes of the Companies Acts. For the avoidance of doubt, Articles 18 to 32 shall not apply to Members' meetings.

ORGANISATION OF GENERAL MEETINGS

18. General meetings

- 18.1 The Trustees may call a general meeting at any time. The Trustees must call a general meeting if:
- 18.1.1 requested to do so by the Members provided such request takes the form of a Secure Petition, in compliance with the Bye-Laws, agreed to by at least 3% of the Members having the right to attend and vote at general meetings;
 - 18.1.2 required to do so by the Members under the Companies Acts.

19. Location of meetings

All general meetings may be carried out at one single venue or virtually.

20. Length of notice

All general meetings must be called by either:

- 20.1 at least 14 clear days' notice; or

- 20.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the Members.

21. Contents of notice

- 21.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 21.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 21.3 In every notice calling a meeting of the Guild there must appear with reasonable prominence a statement informing the Member of their rights to appoint another person as their proxy at the meeting.
- 21.4 If the Guild gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice).

22. Service of notice

Notice of general meetings shall be given to every Member, to the Trustees, to any patron(s) and to the auditors of the Guild.

23. Quorum

- 23.1 No business shall be transacted at any general meeting unless a quorum is present.
- 23.2 3% of the total membership (represented in person or by proxy) shall be a quorum.
- 23.3 If a quorum is not present within half an hour from the time appointed for the meeting:
- 23.3.1 the Chair of the Meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and
- 23.3.2 failing adjournment by the Chair of the Meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine;

and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

24. Chairing general meetings

- 24.1 The Guild President shall preside as Chair of the Meeting. If the Guild President is not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of the Sabbatical Trustees to be Chair of the Meeting and, if there is only one Sabbatical Trustee present and willing to act, they shall be Chair of the Meeting.

24.2 If no Sabbatical Trustee is willing to act as Chair of the Meeting, or if no Sabbatical Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chair of the Meeting save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed Chair of the Meeting.

25. Attendance and speaking by Trustees and non-Members

25.1 A Trustee may, even if not a Member, attend and speak at any general meeting.

25.2 A patron may, even if not a Member, attend and speak at any general meeting.

25.3 The Chair of the Meeting may permit other persons who are not Members to attend and speak at any general meeting.

26. Adjournment

26.1 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if:

26.1.1 the meeting consents to an adjournment; or

26.1.2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

26.2 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting.

26.3 When adjourning a general meeting, the Chair of the Meeting must:

26.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

26.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

26.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Guild must give at least seven clear days' notice of it:

26.4.1 to the same persons to whom notice of the Guild's general meetings is required to be given; and

26.4.2 containing the same information which such notice is required to contain.

26.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

27. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

28. Votes

Votes on a show of hands

28.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

28.1.1 each Member present in person; and

28.1.2 (subject to Article 31.8) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

28.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

28.2.1 every Member present in person; and

28.2.2 every Member present by proxy (subject to Article 31.8).

General

28.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall not be entitled to a casting vote in addition to any other vote they may have.

29. Errors and disputes

29.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

29.2 Any such objection must be referred to the Chair of the Meeting whose decision is final.

30. Poll

30.1 A poll on a resolution may be demanded:

30.1.1 in advance of the general meeting where it is to be put to the vote; or

- 30.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 30.2 A poll may be demanded by:
 - 30.2.1 the Chair of the Meeting;
 - 30.2.2 the Trustees;
 - 30.2.3 two or more persons having the right to vote on the resolution;
 - 30.2.4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or
 - 30.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 30.3 A demand for a poll may be withdrawn if:
 - 30.3.1 the poll has not yet been taken; and
 - 30.3.2 the Chair of the Meeting consents to the withdrawal.

Procedure on a poll

- 30.4 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the Chair of the Meeting directs.

Results

- 30.5 The Chair of the Meeting may appoint scrutineers (who need not be Members) and decide how and when the result of the poll is to be declared.
- 30.6 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 30.7 A poll on:
 - 30.7.1 the election of the Chair of the Meeting; or
 - 30.7.2 a question of adjournment;must be taken immediately.
- 30.8 Other polls must be taken within 30 days of their being demanded.
- 30.9 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Notice

- 30.10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 30.11 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

31. Proxies

Power to appoint

- 31.1 A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a general meeting of the Guild. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

- 31.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 31.2.1 states the name and address of the Member appointing the proxy;
 - 31.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 31.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 31.2.4 is delivered to the Guild in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 31.3 The Guild may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 31.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 31.5 Unless a proxy notice indicates otherwise, it must be treated as:
 - 31.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 31.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

- 31.6 The Proxy Notification Address in relation to any general meeting is:
 - 31.6.1 the registered office of the Guild; or

31.6.2 any other address or addresses specified by the Guild as an address at which the Guild or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

31.6.3 any electronic address falling within the scope of Article 31.7.

31.7 If the Guild gives an electronic address:

31.7.1 in a notice calling a meeting;

31.7.2 in an instrument of proxy sent out by it in relation to the meeting; or

31.7.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any document or information relating to proxies for that meeting may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the notice). In this Article 31.7, documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Member

31.8 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Guild by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the proxy notice is not valid.

Timing

31.9 Subject to Articles 31.10 and 31.11, a proxy notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

31.10 In the case of a poll taken more than 48 hours after it is demanded, the proxy notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

31.11 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be:

31.11.1 received in accordance with Article 31.9; or

31.11.2 given to the Chair of the Meeting, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

31.12 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 31.

Revocation

- 31.13 An appointment under a proxy notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given to a Proxy Notification Address.
- 31.14 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 31.14.1 the start of the meeting or adjourned meeting to which it relates; or
 - 31.14.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 31.15 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

32. Amendments to resolutions

- 32.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 32.1.1 notice of the proposed amendment is given to the Guild in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the Meeting may determine); and
 - 32.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution.
- 32.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 32.2.1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 32.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 32.3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

33. Written Resolutions

The Members may pass resolutions as written resolutions in accordance with the Companies Acts.

PART 3
TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

34. Appointment of Trustees

The Trustees shall be made up of the following persons:

- 34.1 not more than four Sabbatical Trustees, elected in accordance with Article 35;
- 34.2 not more than four Student Trustees, appointed in accordance with Article 36; and
- 34.3 not more than four External Trustees, appointed in accordance with Article 37.
- 34.4 Prior to their appointment, each Trustee must sign a declaration confirming that they understand the duties imposed on charity trustees and are eligible and willing to act as a trustee of the Guild.

35. Sabbatical Trustees and Officers

- 35.1 Sabbatical Officers shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws, which shall include the post of Guild President.
- 35.2 The role of Sabbatical Officer shall be intrinsically linked with the role of Sabbatical Trustee; Sabbatical Officers must be eligible to be Sabbatical Trustees and vice versa. Except where otherwise indicated, references in these Articles to “Sabbatical Trustees” are to individuals acting solely in their capacity as Sabbatical Trustees.
- 35.3 The Sabbatical Officers 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 Officer may be re-elected for a maximum further term of one year by the Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer’s terms of office may be either consecutive or non-consecutive.
- 35.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 10, each Sabbatical Officer shall become a Member on commencement of their appointment or re-appointment as a Sabbatical Officer. Such Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.
- 35.5 The Sabbatical Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
- 35.6 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Guild for a term to

be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Officer shall be as set out in the Bye-Laws.

36. Student Trustees

- 36.1 Subject to Article 36.2 below, Student Trustees shall be appointed by a simple majority vote of the Trustees. When making these appointments, the Trustees shall have regard to recommendations made by the Governance & Appointments Committee.
- 36.2 Each Student Trustee must be a Student at the time of their appointment and for the duration of their term as a Student Trustee.
- 36.3 Student Trustees shall remain in office for a term of two years 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.
- 36.4 A Student Trustee may serve a maximum of four terms which may be either consecutive or non-consecutive.
- 36.5 Prior to their appointment, each Trustee must sign a declaration confirming that they understand the duties imposed on charity trustees and are eligible and willing to act as a trustee of the Guild.

37. External Trustees

- 37.1 External Trustees shall be appointed by a simple majority vote of the Trustees. When making these appointments, the Trustees shall have regard to recommendations made by the Governance & Appointments Committee.
- 37.2 External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 37.3 External Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

38. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 38.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 38.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 38.3 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or an employee of the Guild;
- 38.4 in the case of a Student Trustee, they cease to be a Student;
- 38.5 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from Membership of the Guild in accordance with the Guild's code of conduct;

- 38.6 they resign by notice in writing to the Guild (but only if at least six Trustees will remain in office when the notice of resignation is to take effect);
- 38.7 the Trustees reasonably believe they have become physically or mentally incapable of managing their own affairs and they resolve that they be removed from office;
- 38.8 they fail to attend two consecutive meetings of the Trustees and the Trustees resolve that they be removed for this reason; or
- 38.9 they are removed from office under Articles 39 or 40.

39. Removal of Trustees by the Members

The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a two thirds majority of the Members voting in a Referendum, provided that at least 3% of the Members votes in favour of removing the Trustee from office. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 3% of the Members.

40. Removal of Trustees by the Board

The office of a Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. 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 54.

41. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 41.1 resign or die; or
- 41.2 are removed from office as an Elected Officer by a motion of no confidence in the Elected Officer passed by a two thirds majority of the Members voting in a Referendum, provided that at least 3% of the Members votes in favour of removing the Elected Officer from office. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 3% of the Members and provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Guild having first carried out any steps it is required to take under the Sabbatical Officer’s contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

42. Replacement of Trustees

- 42.1 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results may be filled by a recount of the relevant election in accordance with the Bye-Laws, or be filled at a By-Election held in accordance with the Bye-Laws.
- 42.2 If a Sabbatical Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year (“the Outgoing Sabbatical Trustee”):

- 42.2.1 the vacancy that results may be filled at a By-Election held in accordance with the Bye-Laws; or
- 42.2.2 the role of Sabbatical Officer may be left vacant; a Student may be appointed by the Governance & Appointments Committee to fill the vacancy to act as a Sabbatical Trustee of the Guild. For the avoidance of doubt, any individual so appointed shall be appointed as a Trustee of the Guild only. They shall not assume the wider role of Sabbatical Officer undertaken by the Outgoing Sabbatical Trustee and shall not be paid. A Trustee appointed in accordance with this Article shall remain in office until the next elections are held and the newly-elected Sabbatical Trustee takes office. If the Trustee appointed in accordance with this Article is not appointed or elected as a Trustee, they will automatically cease to be a Trustee when the newly-elected Sabbatical Trustee takes office.
- 42.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy by the Trustees. A Student Trustee appointed in accordance with this Article shall remain in office until the next recruitment period is held and the newly-appointed Student Trustee takes office. If the Student Trustee appointed in accordance with this Article is not appointed or elected as a Trustee, they will automatically cease to be a Trustee when the newly-appointed Student Trustee takes office.
- 42.4 If an External Trustee resigns, is disqualified or is removed from office, an External Trustee shall be appointed to the vacancy in accordance with Article 37.1.

TRUSTEES' POWERS AND RESPONSIBILITIES

43. Trustees' general authority

- 43.1 The Board of Trustees is responsible for the management and administration of the Guild and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Guild.
- 43.2 The Board's powers under Article 43.1 shall include but not be limited to responsibility for:
 - 43.2.1 the governance of the Guild;
 - 43.2.2 the budget of the Guild; and
 - 43.2.3 the strategy of the Guild.
- 43.3 The Board of Trustees may override any decision or Policy made by the Members at a Members' meeting or by ordinary resolution in general meeting or by Referendum or Preferendum or by Guild Summit which the Trustees consider (in their absolute discretion):
 - 43.3.1 has or may have any financial implications for the Guild;
 - 43.3.2 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);

- 43.3.3 is not or may not be in the best interests of the Guild or all or any of its charitable objects; or
- 43.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 43.2.
- 43.4 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.
- 43.5 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:
 - 43.5.1 was not properly appointed;
 - 43.5.2 was disqualified from holding office;
 - 43.5.3 had vacated office; or
 - 43.5.4 was not entitled to vote.
- 44. Trustees may delegate**
- 44.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 44.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Guild to any person or committee.
- 44.3 Any delegation by the Trustees may be:
 - 44.3.1 by such means;
 - 44.3.2 to such an extent;
 - 44.3.3 in relation to such matters or territories; and
 - 44.3.4 on such terms and conditionsas they think fit.
- 44.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 44.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 44.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Guild for such purposes and on such conditions as they determine.

45. Committees

45.1 In the case of delegation to committees:

45.1.1 the resolution making the delegation must 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);

45.1.2 subject to Article 45.2, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

45.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

45.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Guild except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

45.2 For the avoidance of doubt, the Trustees may (in accordance with Articles 44 and 45.1) 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 or agreement of at least one Trustee shall be required for cheques or payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Guild except in accordance with a budget which has been approved by the Trustees.

45.3 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

46. Delegation of day-to-day management powers to the Chief Executive

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

46.1 the delegated power shall be to manage the Guild 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;

46.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;

46.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Guild and provide them regularly with management accounts which are sufficient to explain the financial position of the Guild; and

46.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

DECISION-MAKING BY TRUSTEES

47. Trustees 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 58 (Decisions without a meeting).

48. Trustees' meetings

48.1 The Trustees must hold a minimum of four meetings in each Academic Year.

48.2 The Trustees may invite the Chief Executive to attend and speak at meetings of the Trustees. The Chief Executive shall not be entitled to vote at or count in the quorum for Trustees' meetings.

48.3 Guests or observers can attend meetings of the Trustees at the discretion of the Chair of the Meeting.

49. Calling a Trustees' meeting

Four Trustees may, and the Chief Executive at the request of four Trustees must, call a Trustees' meeting.

50. Length of Notice

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

50.1 all the Trustees agree; or

50.2 urgent circumstances require shorter notice.

51. Contents of Notice

Every notice calling a Trustees' meeting must specify:

51.1 the place or virtual platform, day and time of the meeting;

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

51.3 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.

52. Service of Notice

Notice of Trustees' meetings must be given to each Trustee, and must be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

53. Participation in Trustees' meetings

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

53.1.1 the meeting has been called and takes place in accordance with the Articles; and

53.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

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

53.3 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.

54. Quorum for Trustees' meetings

54.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

54.2 The quorum for Board of Trustees' meetings shall be six voting members and such quorum must include a majority of Sabbatical Trustees and Student Trustees over the number of External Trustees and must include one of each. 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 six voting members, of any category.

54.3 The quorum for Trustees' committee meetings shall be described in the Bye-Laws for standing committees, or otherwise agreed by the Board.

54.4 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 including by appointing new Trustees in accordance with these Articles or by calling a general meeting or election so as to enable the Members to elect further Trustees.

55. Chair and Deputy Chair

55.1 The President shall be the Chair of the Trustees, but may at any time be removed from the office of Chair of the Trustees by a majority vote of all the Sabbatical Trustees and Student Trustees.

55.2 The Trustees may appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.

55.3 The Chair or, in their absence, the Deputy Chair (if any) shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

56. Honorary Treasurer

- 56.1 The Trustees shall appoint an External Trustee to be Honorary Treasurer and may at any time remove them from that office. The Honorary Treasurer may vacate that office without resigning or being removed as a Trustee.
- 56.2 The Honorary Treasurer shall be responsible for the following:
- 56.2.1 chairing the Resources & Audit Committee;
 - 56.2.2 acting as advisor to the Chair of the Trustees; and
 - 56.2.3 such other duties as are set out in the Bye-Laws from time to time.

57. Casting vote

- 57.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote they may have.
- 57.2 Article 57.1 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

58. Decisions without a meeting

- 58.1 A decision is taken in accordance with this Article when an enhanced majority (ie. 66% (8 trustees) or 75% (9 trustees)) of the Trustees (except for any Trustee who has a conflict of interest or duty which, under Article 59, results in them not being entitled to vote) indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a view on a matter. The Trustees who are entitled to vote on the decision shall, for the purposes of this Article 58, be referred to as the "Eligible Trustees".
- 58.2 Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Eligible Trustee or to which each Eligible Trustee has otherwise indicated agreement in writing.
- 58.3 A decision which is made in accordance with this Article 58 in whole or in part by Electronic Means shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 58.3.1 notice of the proposed decision must be given to all the Trustees;
 - 58.3.2 approval from Eligible Trustees must be received by one person being either such person as all the Eligible Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Eligible Trustees;
 - 58.3.3 if one or more of the Trustees is not entitled to vote on the resolution, the number of Eligible Trustees must be the same as or more than the quorum required for Trustees' meetings as set out in Article 54;
 - 58.3.4 following receipt of responses from all of the Eligible Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution

has been formally approved by the Eligible Trustees in accordance with this Article;

58.3.5 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and

58.3.6 the Recipient must prepare a minute of the decision in accordance with Article 65 (Minutes).

59. Conflicts of interest

Declaration of interests

59.1 Unless Article 59.2 applies, a Trustee must declare the nature and extent of:

59.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Guild; and

59.1.2 any duty or any direct or indirect interest which they have which conflict or may conflict with the interests of the Guild or their duties to the Guild.

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

Participation in decision-making

59.3 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 Guild, 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.

59.4 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 Guild, they may participate in the decision-making process and may be counted in the quorum and vote unless:

59.4.1 the decision could result in the Trustee or any Connected Person receiving a benefit other than:

(a) any benefit received in their capacity as a beneficiary of the Guild (as permitted under Article 6.3.1) and which is available generally to the beneficiaries of the Guild;

(b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 5.32;

(c) payment under the indemnity set out at Article 69; and

(d) reimbursement of expenses in accordance with Article 6.3.2; or

59.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case they must comply with Article 59.5.

59.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 59.5, they must:

59.5.1 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;

59.5.2 not be counted in the quorum for that part of the process; and

59.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Guild

59.6 Where a Trustee or Connected Person 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:

59.6.1 the Trustee shall not be in breach of their duties to the Guild by withholding confidential information from the Guild if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and

59.6.2 the Trustee shall not be accountable to the Guild for any benefit expressly permitted under these Articles which they or any person who is Connected Person derives from any matter or from any office, employment or position.

60. Register of Trustees' interests

The Trustees must cause a register of Trustees' interests to be kept.

PART 4

GUILD SUMMIT

61. Guild Summit

61.1 Guild Summit shall have the authority to:

61.1.1 make recommendations to the Trustees;

61.1.2 discuss and debate issues pertinent to Students;

61.1.3 make non-binding motions of no-confidence in one or a number of Trustees; and

61.1.4 consider any business referred to Guild Summit by the Trustees or other systems for the submission of issues for discussion and debate by the student body as described in Bye-Laws.

- 61.2 Guild Summit has a duty to try and reach consensus on submitted motions. If a consensus is not reached then the motion will be put forward to a student vote. This will normally be in the form of a Referendum which shall be held in accordance with Article 16. On occasion, the nature of the topic will mean that there are not more than two options available to vote on. On these occasions, the Trustee Board will be asked to consider whether a Referendum is used instead of a Preferendum.
- 61.3 The Student body has a right of recourse against a decision made by Guild Summit. If 1% of the membership signs or agrees to a Secure Petition against a decision of Guild Summit then the issue will be referred to Preferendum.
- 61.4 The composition and proceedings of Guild Summit shall be set out in the Bye-Laws.

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

62. Bye-Laws

- 62.1 The Trustees shall have the power from time to time to make, repeal or amend Bye-Laws as to the management of the Guild and its working practices provided that such Bye-Laws shall:
- 62.1.1 not be inconsistent with these Articles;
 - 62.1.2 be consistent with Guild strategy;
 - 62.1.3 be subject to consultation with the Members. No such Bye-Law shall be valid until such a consultation exercise has taken place and the Trustees have considered comments and suggestions from Members arising out of the consultation exercise; and
 - 62.1.4 be subject to consultation with the University Council the Chair of the Guild Liaison Committee, or its Chair, who will have a right of veto only in relation to the University's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.
- 62.2 The Bye-Laws may relate to (but are not limited to) the following:
- 62.2.1 the duties of officers or employees of the Guild;
 - 62.2.2 the financial procedures of the Guild;
 - 62.2.3 the conduct of business by the Trustees and Guild Summit;
 - 62.2.4 any Committee; and
 - 62.2.5 any matters or things within the powers or under the control of the Trustees.

63. Communications by and to the Guild

Methods of communication

- 63.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Guild under the Articles 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 Guild, including without limitation:
- 63.1.1 in Hard Copy Form;
 - 63.1.2 in Electronic Form; or
 - 63.1.3 by making it available on a website.
- 63.2 Where a document or information which is required or authorised to be sent or supplied by the Guild 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.
- 63.3 Where a document or information which is required or authorised to be sent or supplied by the Guild under the Companies Acts is sent or supplied by making it available on a website, the Guild must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.
- 63.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

- 63.5 A Member present in person or by proxy at a meeting of the Guild shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 63.6 Where any document or information is sent or supplied by the Guild to the Members:
- 63.6.1 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;
 - 63.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - 63.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
 - (a) when the material was first made available on the website; or

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

63.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Member) may agree with the Guild 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.

Failed delivery

63.8 Where any document or information has been sent or supplied by the Guild by Electronic Means and the Guild receives notice that the message is undeliverable:

63.8.1 if the document or information has been sent to a Member or Trustee and is notice of a general meeting of the Guild, the Guild is under no obligation to send a Hard Copy of the document or information to the Member's or Trustee's postal address as shown in the Guild's register of Members or Trustees, but may in its discretion choose to do so;

63.8.2 in all other cases, the Guild shall send a Hard Copy of the document or information to the Member's postal address as shown in the Guild's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

63.8.3 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.

Exceptions

63.9 Copies of the Guild's annual accounts and reports need not be sent to a person for whom the Guild does not have a current address.

63.10 Notices of general meetings need not be sent to a Member who does not register an address with the Guild, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Guild does not have a current address.

Communications to the Guild

63.11 The provisions of the Companies Acts shall apply to communications to the Guild.

64. Secretary

64.1 A 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 Secretary:

64.1.1 anything authorised or required to be given or sent to, or served on, the Guild by being sent to its Secretary may be given or sent to, or served on, the Guild itself, and if addressed to the Secretary shall be treated as addressed to the Guild; and

64.1.2 anything else required or authorised to be done by or to the Secretary of the Guild may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

65. Minutes

65.1 The Trustees shall cause minutes to be kept for the purpose:

65.1.1 of all appointments of officers made by the Trustees;

65.1.2 of all resolutions of the Guild and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

65.1.3 of all proceedings at meetings of the Guild and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in 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 Guild, be sufficient evidence of the proceedings.

65.2 The minutes referred to in Article 65.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

65.3 A record of the meetings shall normally be considered open and shall be available to the Members on the Guild'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 Guild's offices.

66. Records and accounts

66.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a 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:

66.1.1 annual reports;

66.1.2 annual returns; and

66.1.3 annual statements of account.

66.2 The Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 66.1.

67. 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.

68. Exclusion of model articles

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

TRUSTEES' INDEMNITY

69. 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 Guild may be indemnified out of the assets of the Guild 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 Guild, 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

70. Defined terms

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

Term	Meaning
70.1.1 “ Academic Year ”	the period between 1 August in one year to 31 July in the next year determined by the Guild as the period during which Students are required to be registered with the University of Liverpool. Each Academic Year is for the time being divided into three terms;
70.1.2 “ address ”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
70.1.3 “ Governance & Appointments Committee ”	the committee set up in accordance with the Bye-Laws;
70.1.4 “ Articles ”	these articles of association of the Guild;
70.1.5 “ Board of Trustees ” or “ Board ”	the Board of Trustees of the Guild;

70.1.6 “Bye-Laws”	the bye-laws setting out the working practices of the Guild made from time to time in accordance with Article 62;
70.1.7 “Chair”	the chair of the Board of Trustees, who shall be the President in accordance with Article 55.1;
70.1.8 “Chair of the Meeting”	in the case of general meetings means the person chairing the meeting in accordance with Article 24 and in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 55;
70.1.9 “Chief Executive”	the chief executive of the Guild who is appointed by the Board of Trustees;
70.1.10 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
70.1.11 “Code of Practice”	the code of practice relating to the University of Liverpool’s obligations under Section 22 of the Education Act;
70.1.12 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Guild;
70.1.13 “External Trustee”	a Trustee appointed in accordance with Article 37.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
70.1.14 “Connected Person”	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, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee or their partner; or (d) 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;
70.1.15 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 55.2;

70.1.16“ document ”	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
70.1.17“ Education Act ”	the Education Act 1994;
70.1.18“ Elected Officers ”	the Sabbatical Officers;
70.1.19“ Electronic Form ” and “ Electronic Means ”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
70.1.20“ Financial Expert ”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
70.1.21“ Guild ”	Liverpool Guild of Students;
70.1.22“ Guild Summit ”	the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Guild;
70.1.23“ Hard Copy ” and “ Hard Copy Form ”	have the meanings respectively given to them in the Companies Act 2006;
70.1.24“ Members ”	members of the Guild as defined in Article 10 and being from the Effective Date Students at the University of Liverpool as further defined in Article 10.1.1 and the Sabbatical Officers;
70.1.25“ Policy ”	representative and campaigning policy set by Referenda in accordance with Article 15 or by the Members in general meeting or at a Members’ meeting;
70.1.26“ Poll ”	a recorded voting procedure used at general meetings under which every Member present in person or by proxy has one vote. This procedure is commonly used where it is not possible to obtain a clear result by voting on a show of hands and the amount of votes needs to be counted and recorded eg a hand raised count or secret ballot;
70.1.27“ Preferendum ”	a ballot in which all Members are entitled to cast a vote and which involves a multi-option voting process, the protocol for which shall be set out in the Bye-Laws;

70.1.28“ President ”	the Sabbatical Trustee elected to the office of president of the Guild by the Members in accordance with the Bye-Laws;
70.1.29“ Public Holiday ”	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Guild is registered;
70.1.30“ RAG ”	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
70.1.31“ Referendum ”	a ballot in which all Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
70.1.32“ Sabbatical Officers ”	the individuals elected in accordance with Article 35 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
70.1.33“ Sabbatical Trustee ”	a Trustee elected in accordance with Article 35;
70.1.34“ Secure Petition ”	a petition submitted electronically via the petition function on the Guild website stating a question or resolution;
70.1.35“ Student ”	any individual who is formally registered for an approved programme of study provided by the University of Liverpool whose studies are substantively conducted on the University’s UK Campuses. For the avoidance of doubt, the University of Liverpool shall determine whether or not an individual has Student status;
70.1.36“ Student Trustee ”	a Trustee appointed in accordance with Article 36.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
70.1.37“ Subsidiary Company ”	any company in which the Guild holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
70.1.38“ Trustees ”	the directors of the Guild as defined in Article 34;
70.1.39“ writing ”	the representation or reproduction of words, symbols or other information in a visible form by

any method or combination of methods, whether sent or supplied in Electronic Form or otherwise;

70.1.40“**University Council**” the Council of the University of Liverpool; and

70.1.41“**the University of Liverpool**” and “**the University**” the University of Liverpool, incorporated by Royal Charter in 1903.

70.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

70.3 Subject to Article 70.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

70.4 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 Guild.