

ARTICLES OF GOVERNANCE
OF
UNIVERSITY OF HERTFORDSHIRE STUDENTS' UNION



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Ref: RM/202336/0001

Abstract of this Governance Document

The Students' Union is a membership organisation whose members are the students of the University of Hertfordshire. The Union is established on a charitable basis. The views of the membership are expressed through the Annual General meeting but more regularly through its Students' Council which is elected from amongst the membership. Responsibility for the affairs of the Union lies with a Trustee Board of members, some of whom are elected Sabbatical Officers, and some are elected from amongst the Union's membership and the remainder are appointed independent trustees.

The Unions membership, rather like shareholders, holds the Trustee Board and the Trustees to account for their actions on behalf of the Union. Under the constitution and in practice, day-to-day responsibility and management is delegated to an Executive Management Board made up of the Sabbatical Officers, other elected Union members and the Union's Senior Management Team. The President and other Sabbatical Officers are the public face of the Union. The Union is supported by professional staff led by a senior manager whose post is known as Chief Executive.

This abstract is an explanation of the governance at UHSU and as such does not form part of the Governance document

ARTICLES OF GOVERNANCE

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UNIVERSITY OF HERTFORDSHIRE STUDENTS' UNION

Background

- A. University of Hertfordshire Students' Union is devoted to the educational interests and welfare of its members. These Articles of Governance have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union 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 the Trustees.
- B. A Student Council shall be formed made up of elected representatives of the membership. Its role shall be to question and to hold the Board to account. Its method of holding the Board to account shall be via a series of scrutiny sub-committees.

The Union

1. There shall be a Students' Union by the name of University of Hertfordshire Students' Union.

Objects

2. The Union's objects are the advancement of education of Students of The University of Hertfordshire for the public benefit by:-
 - 2.1 promoting the interests and welfare of Students at the University during their course of study and to represent, support and advise Members;
 - 2.2 providing social, cultural, sporting and recreational activities for Members;
 - 2.3 promoting and encouraging contact and co-operation between Students;
 - 2.4 to be the recognised representative channel between Students and the University and any other external bodies.; and
 - 2.5 furthering all purposes which are charitable in law, and which are incidental or conducive to the main objects.

Powers

3. To further its objects, but not for any other purpose, the Union may:-
 - 3.1 provide services and facilities for Members;
 - 3.2 establish, support, promote and operate a network of student activities for Members;
 - 3.3 alone or with other organisations:

- 3.3.1 carry out campaigning activities in relation to the development and implementation of appropriate policies;
- 3.3.2 seek to influence public opinion;
- 3.3.3 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 the activities which an English charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 3.4 write, make, commission, print, publish or distribute materials or assist in these activities;
- 3.5 promote, initiate, develop and carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 3.7 provide or appoint others to provide guidance, representation and advocacy;
- 3.8 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 3.9 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law);
- 3.10 borrow and raise money on such terms and security as the Union may think suitable (subject to any consent required by law);
- 3.11 raise funds and invite and receive contributions from any person(s) provided that the Union shall not carry out any taxable trading activities in raising funds;
- 3.12 trade in the course of carrying out any of its objects;
- 3.13 incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 3.14 subject to article 4 employ and pay employees and professionals or other advisors;
- 3.15 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;
- 3.16 set up organisations with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member or affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage such organisations, subscribe, lend or guarantee money to such organisations;

- 3.17 co-operate and work with the University or bodies connected to the University, or establish organisations with the University or bodies connected to the University, with objects which promote and support the respective objects of the University and the Union;
- 3.18 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 3.19 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property after obtaining advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification;
- 3.20 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 3.20.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 3.20.2 every transaction is reported promptly to the Trustees;
 - 3.20.3 the performance of the investment is reviewed regularly by the Trustees;
 - 3.20.4 the Trustees are entitled to cancel the delegation at any time;
 - 3.20.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 3.20.6 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; and
 - 3.20.7 the financial expert may not do anything outside the powers of the Trustees;
- 3.21 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 (but only in accordance with the Charities Acts 1993 and 2006);
- 3.22 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;
- 3.23 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;
- 3.24 purchase or acquire all or any of the property, assets, liabilities and engagements of any organisations with objects similar to the Union's objects;
- 3.25 subject to any approvals required by law from the University or otherwise incorporate and transfer all its assets to a limited liability legal entity with charitable status;

- 3.26 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 liability incurred by the Trustees to pay a fine imposed in criminal proceedings; or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising); any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct; or any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which he did not care whether it was in the best interests of the Union or not.
- 3.27 do all such other lawful things as shall further the Union's objects.

Limitation on private benefit

4. The income and property of the Union shall be applied solely towards the promotion of its objects set out in the Articles of Governance. No part shall be paid or transferred directly or indirectly to Members or Trustees of the Union except for payment in good faith of:-
- 4.1 any payment made to any beneficiary of the Union (including a Member);
- 4.2 reasonable and proper remuneration to any person (not being a Trustee) for any services given to the Union and to any person (including a Trustee) of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Trustee, Member, officer or employee of the Union;
- 4.3 interest on money lent to the Union at a reasonable and proper rate per annum;
- 4.4 any reasonable and proper rent for premises let to the Union;
- 4.5 fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a Member of his or her immediate family holds not more than one per cent of the capital;
- 4.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.26 of the Articles of Governance;
- 4.7 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by the Union to act in a professional capacity on its behalf; except that at no time shall a majority of the Members of the Union or of the Trustees benefit under this provision and provided that any such Member or Trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion; and
- 4.8 reasonable and proper remuneration to any Sabbatical to be remunerated by the Union from time to time but:

- 4.8.1 only if the procedure described in Article 62 of the Articles of Governance is followed in relation to the Sabbatical; and
- 4.8.2 subject always to the provisions of section 22 of the Education Act

Amendments to these Articles of Governance

- 5.1 No provision contained in the Articles of Governance of the Union may be altered and/or amended by the Union without the written approval of the University (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.
- 5.2 The Trustees and the University shall review the constitution every three years, with effect from the date that these Articles of Governance come into effect.
- 5.3 No alteration or amendment of the Articles of Governance shall be made which would have the effect of the Union ceasing to be a charity. Any amendment to these Articles shall require the following:
 - 5.3.1 the approval of two-thirds of the members of the Student Council; and
 - 5.3.2 the approval of the University (where required for the purpose of compliance with section 22 of the Education Act 1994).

Winding Up

- 6. 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, or if the University has ceased to exist some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles of Governance impose upon the Union. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the members of the Union at or before the time of winding up or dissolution.

Membership

- 7.1 The Members of the Union shall be as follows:
 - 7.1.1 each and every Student who has not opted out by notifying the University of his or her wish not to be a member of the Union; and
 - 7.1.2 the Sabbaticals of the Union.
- 7.2 A Member shall automatically cease to be a member of the Union when he or she ceases to be a Student or subsequently opts out of membership by giving written notice to the Union in accordance with the Bye-Laws and/or when he or she ceases to be a Sabbatical.

8. Members' details shall be entered in a Register of Members of the Union and save for officers and staff of the Union shall remain confidential except where express written permission for disclosure has been given by a Member.
9. Students shall be entitled to the benefits set out in the Code of Practice.

Associate Members

10. The Student Council shall determine categories of Associate Membership and the form of application for Associate Membership which shall be in writing. Associate Membership shall be subject to such rights and obligations as the Student Council shall consider appropriate. Associate Members shall not be Members for the purposes of the Articles of Governance and shall not be entitled to vote on any matter.

Honorary Life Members

11. In accordance with Article 14 a sub-group of the Student Council established for this purpose may elect to and remove from Honorary Life Membership of the Union such persons as they consider to be fit.
12. An Application for Honorary Life Membership shall be made in the form to be determined by the sub-group of the Student Council in writing from time to time and Honorary Life Membership shall be subject to such rights and obligations as the sub-group of the Student Council consider appropriate.
13. Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter.

Student Council

14. The Student Council shall have the authority to:
 - 14.1 represent the voice of Students;
 - 14.2 establish the Scrutiny Committees in accordance with Article 15;
 - 14.3 subject to Article 17, establish the Policy of the Union, and refer Policy to Referenda of the Members (in accordance with the Bye-Laws);
 - 14.4 amend the Bye-Laws subject to Article 46;
 - 14.5 receive a quarterly report from the Trustees; and
 - 14.6 set up a sub-group to appoint Associate Members and Honorary Life Members in accordance with the Bye-laws.
15. The Student Council shall establish Scrutiny Committees including but not limited to an Audit and Remuneration Committee which shall assist in the governance of the Board.

16. The composition and appointment of the Student Council and the conduct of their meetings shall be as set out in the Bye-Laws. No Member may hold more than one seat on the Student Council at any one time.

Trustee Board Authority

17. Any decision made by the Members at Referenda or the Student Council shall be subject to the authority of the Board on the following grounds only:
 - 17.1 material financial considerations and/or Policy that would require expenditure outside the Budget;
 - 17.2 the requirements of charity or education law or other legal requirements;
 - 17.3 any matter that would otherwise be ultra vires for the Union; or
 - 17.4 in their reasonable opinion lower the reputation of the Union.

Annual General Meetings

18. The Union shall hold an Annual General Meeting of the Members once in each calendar year. Not more than 18 months shall pass between the date of one Annual General Meeting and the next.
19. The Annual General Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend.

Length of Notice

20. An Annual General Meeting shall be called by at least 14 clear days' written notice.

Contents of Notice

21. Every notice calling an Annual General Meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. This shall include:-
 - 21.1 ratification of minutes of previous AGM;
 - 21.2 receiving the Trustees' Report;
 - 21.3 receiving the Accounts;
 - 21.4 appointment of the Auditors;
 - 21.5 Approval of the List of Affiliations in accordance with the Education Act; and
 - 21.6 open questions to the Trustees by the Members.

Service of Notice

22. Notice of Annual General Meetings shall be given to every Member and to the Trustees and any Life Members or Honorary Life Members of the Union.

Proceedings at Annual General Meetings

23. No business shall be transacted at any Annual General Meeting unless a quorum is present. Twenty five persons entitled to vote upon the business to be transacted, each being a Member (but excluding Sabbaticals who shall be expected to attend) shall be a quorum.
24. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such 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 the Members present shall be a quorum.
25. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of the meeting, but if neither the chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustee present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair.
26. If no Trustee is willing to act as chair, or if no 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.
27. A Trustee may, even if not a Member, attend and speak at any general meeting.
28. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise as much notice as possible shall be given.
29. A resolution put to the vote of a meeting shall be decided on a show of hands.

Votes of Members at Annual General Meetings

30. On a show of hands every Member shall have one vote. In the event of an equality of votes the Chair shall have a casting vote in addition to any other vote he or she may have.
31. No Member may vote on any matter in which he or she has a Personal Interest, or debate on such a matter without in either case the permission of the majority of the Members present in person at the meeting, such permission to be given or withheld without discussion. Membership of clubs or societies of the Union and any related benefit to such Members shall not constitute a Personal Interest for the purposes of these Articles.

The Board

Trustees

32. The charity trustees of the Union shall consist of the following persons:-
 - 32.1 up to five Sabbaticals appointed in accordance with Articles 33 and 34;
 - 32.2 up to three Student Trustees appointed in accordance with Article 38; and
 - 32.3 up to three Co-Opted Trustees appointed in accordance with Articles 39 and 40.

Sabbaticals

33. Up to five Sabbaticals shall be elected by secret ballot by the Members at an election to be held in accordance with the Bye-Laws and shall remain in office for twelve months and otherwise 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. The Sabbaticals shall be elected to posts set out in the Bye-Laws.
34. Sabbaticals may be re-elected for a second term of twelve months by the Members of the Union at an election to be held in accordance with the Bye-Laws subject to a maximum total term of two years.
35. Each Sabbatical must be a Member of the Union at the time of his or her election.
36. Sabbaticals shall be deemed to be “major union office holders” for the purposes of section 22 of the Education Act 1994.
37. A Sabbatical shall automatically become a Member on the commencement of his or her appointment or re-appointment as a Sabbatical for the period of such office.

Student Trustees

38. Up to three Student Trustees shall be elected in accordance with the Bye-Laws and shall remain in office for such time as they remain a Student subject to a maximum term of up to two years. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end. If the post of Student Trustee is not filled at the election or if a Student Trustee resigns, then the Board may co-opt a Student Trustee to fill the vacancy. If co-opted a Student Trustee must resign at the end of the following Academic Year.

Co-Opted Trustees

39. The Trustees shall co-opt by a simple majority vote up to three such persons from time to time as have been recommended by the Appointment Committee and as they consider suitable to be Co-opted Trustees. Unless their appointment is terminated in accordance with Article 57, Co-Opted Trustees shall remain in office for a term of up to three years from the date of appointment.

40. At the end of their first term of office, Co-Opted Trustees shall be eligible for reappointment by a simple majority vote of the Trustees for a further term or terms of up to three years, subject to a maximum period of six years.
41. All Co-opted trustees (upon initial appointment) must be independent of the Union.

Powers of the Board

42. The Board shall be responsible for overseeing the management and administration of the Union and (subject to the Education Act, the Articles of Governance and Bye-Laws) may exercise all the powers of the Union. No alteration of the Articles of Governance or Bye-Laws 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.
43. The Board's powers under Article 41 shall include but not be limited to ultimate responsibility for:-
 - 43.1 the governance of the Union;
 - 43.2 the Budget of the Union (subject to approval of the University if required under the Education Act 1994); and
 - 43.3 the strategy of the Union.
44. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.
45. No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, would have disqualified them from acting in law.

Bye-Laws and Referenda

Bye-laws

46. Student Council shall have the power from time to time to make, repeal or alter Bye-Laws as to the management of the Union and its affairs, the duties of any officers or employees of the Union, the appointment and conduct of business by the Trustees, the Student Council, or any committee and as to any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall not be inconsistent with the Articles of Governance.
47. The Union shall hold an ordinary Referendum for the purposes of confirming Policy at least twice every Academic Year. The Bye-Laws shall set out the grounds and procedures for calling other Referenda and the quorums required.

Delegation of Trustees' Powers

48. The Trustees may delegate any of their powers or the implementation of any of their resolutions to the Executive Management Board and any other committee established by them in accordance with the following conditions:-

- 48.1 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
- 48.2 save for the Executive Management Board 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
- 48.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
- 48.4 all delegations under this Article shall be revocable at any time; and
- 48.5 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.
- 48.6 The Trustees may not delegate any of the following matters:
 - 48.6.1 ensuring the solvency of the Union and the safeguarding of its assets;
 - 48.6.2 ensuring the continued charitable status of the Union and compliance with all legal regulatory requirements;
 - 48.6.3 approval of any alterations to the Bye-Laws of the Union; and
 - 48.6.4 the appointment and dismissal of the Chief Executive of the Union.

Bank Account and Proceedings of Committees

49. For the avoidance of doubt, the Trustees may (in accordance with Articles 15 and 47) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, 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.
50. The meetings and proceedings of any committee shall be governed by the provisions of the Articles of Governance and the Bye-Laws regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Expenses of Trustees

51. 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.

Proceedings of Trustees

- 52.1 Subject to the provisions of the Articles of Governance and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
- 52.2 Four Trustees may, and the Chief Executive at the request of four Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating business to be considered at such meeting shall be sent in writing 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 invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.
- 52.3 The Chair of the Trustees shall be appointed by the Board. The Trustees may at any time remove him or her from the office of Chair.
- 52.4 The Trustees may appoint a Co-opted Trustee to be Vice-Chair of the Trustees and may at any time remove him or her from office.
- 52.5 Questions arising at a meeting shall be decided by a majority of votes.
- 52.6 The quorum for the transaction of the business of the Trustees shall be seven (such quorum must include at least three Sabbaticals and at least one Co-Opted Trustee). Guests or observers may attend meetings of Trustees at the discretion of the Chair.
- 52.7 The Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if 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.
- 52.8 Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Trustees at which he or she is 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 one of their number to be chair of the meeting.
- 52.9 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting in good faith as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee 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.
- 52.10 Save where a Trustee is not entitled to vote on a resolution due to a conflict of interest or otherwise, a resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.

52.11 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 transacted at such meetings.

52.12 The Trustees shall hold a minimum of six meetings in any Academic Year.

Email approval of resolutions

53. A Trustees' resolution which is approved in whole or part 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:

53.1 such a resolution must be approved by email by all of the 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 he or she was present (whether as a result of a conflict of interest or otherwise);

53.2 if as a result of Articles 52.1 approval of a resolution is not received within twenty four hours from all of the Trustees, it must be received from at least as many Trustees as would have been needed to form a quorum if the resolution had been put to a meeting;

53.3 notice of all proposed resolutions must be given to all of the Trustees;

53.4 approval from each Trustee entitled to give his or her approval must be received by such person as all the Trustees shall have nominated in advance for that purpose ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

53.5 approval from a Trustee must be sent from an email address previously notified by that Trustee in person to the Chief Executive as intended for use by that Trustee for the purpose of sending such email confirmations;

53.6 following receipt of a response on any resolution from each of the Trustees entitled to give his or her approval, or sufficient responses so as to satisfy the conditions set out in Article 52.1 and 52.2 the Recipient shall circulate a further email to all of the Trustees confirming whether the resolution has been formally approved by the Trustees in accordance with the terms of this Article; and

53.7 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Virtual Meetings

54. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Disqualification, Removal or Resignation of Trustees

55. The office of a Trustee shall be vacated if:-

55.1 he or she becomes prohibited by law from being a charity trustee;

- 55.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 55.3 he or she becomes incapable by reason of a mental ill-health disorder, illness or injury of managing and administering his or her own affairs and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee;
- 55.4 he or she resigns his or her trusteeship by notice to the Office (but only if at least two trustees shall remain in office when the notice of resignation is to take effect);
- 55.5 he or she is absent from two consecutive meetings of the Trustees without good cause; or
- 55.6 he or she is removed from office under Articles 55 – 57 inclusive or by Referendum of the Members called in accordance with the Bye-Laws.

Removal of Sabbaticals

- 56. The office of a Sabbatical shall be vacated if:
 - 56.1 pursuant to a Referendum a petition for a motion of no confidence in the Sabbatical is signed by at least 5% of the Members of the Union or passed by a simple majority at a Student Council meeting and the Referendum is passed by a simple majority of Members voting in the Referendum, provided that 5% or more Members vote to remove the Sabbatical from office; or
 - 56.2 he or she is removed by a resolution of the Sabbaticals and the Student Trustees for not acting in the best interests of the Union. For the avoidance of doubt, Co-Opted Trustees and the Sabbatical concerned shall not vote on this resolution (and the quorum provisions in Article 51.6 shall be adjusted accordingly). In the event of an equality of votes on such resolution under this article 55.2, the Chair shall be entitled to a casting vote.

Removal of Co-Opted Trustees

- 57. The office of Co-Opted Trustee shall be vacated if:-
 - 57.1 pursuant to a Referendum a petition for a motion of no confidence in the Co-Opted Trustee is signed by at least 5% of the Members of the Union or passed by a single majority at a Student Council meeting and the Referendum is passed by a simple majority of Members voting in the Referendum provided that 5% or more Members vote to remove the Co-Opted Trustee from Office; or
 - 57.2 he or she is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution may be passed by a simple majority of the Trustees provided that:
 - 57.2.1 a majority of the Sabbaticals and of the Student Trustees vote in favour of removing the Trustee concerned; and
 - 57.2.2 the Co-Opted Trustees except the Co-Opted Trustee concerned, may vote on the resolution.

- 57.3 In the event of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Removal of Student Trustees

58. The office of a Student Trustee shall be vacated if:
- 58.1 pursuant to a Referendum a petition for a motion of no confidence in the Student Trustee is signed by at least 5% of the Members of the Union or passed by a simple majority at a Student Council Meeting and the Referendum is passed by a simple majority of the Members voting on the Referendum, provided that 5% or more Members vote to remove the Student Trustee from office; or
- 58.2 he or she is removed by a resolution of the Trustees for not acting in the best interests of the Union. Such a resolution shall be passed by a simple majority of the Trustees provided that:-
- 58.2.1 a majority of the Sabbaticals and Co-Opted Trustees vote in favour of removing the Student Trustee; and
- 58.2.2 the Student Trustees except the Student Trustee concerned, may vote on the resolution.
- 58.3 In the event of an equality of votes, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Rights of Removed Trustee

59. A resolution to remove a Trustee in accordance with Articles 55.2, 56.2 and 57.2 shall not be passed unless the Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been forwarded a reasonable opportunity of being heard by or making written representations to the Trustees.
60. A Trustee removed from office in accordance with Articles 55.2, 56.2 and 57.2 shall be entitled to appeal the decision to remove him or her to an Appeal Body within 14 days of the resolution. The Appeal Body shall be made up of a University nominee and two independent persons. The selection of the members of the Appeal Body and its procedures shall be as set out in the Bye-Laws.

Replacement of Trustees

61. If a Sabbatical retires, is disqualified or removed from office at any time prior to the commencement of the Academic Year, there shall be a by-election in accordance with the Bye-Laws.
62. If a Sabbatical retires, is disqualified or removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

Conflicts of Interest

63. Whenever a Trustee has a Personal Interest in a matter to be discussed at a meeting, and whenever a Trustee has a Personal Interest in another organisation whose interests are reasonably likely to conflict with those of the Union in relation to a matter to be discussed at a meeting, he or she must:
 - 63.1 declare an interest before discussion begins on the matter;
 - 63.2 withdraw from that part of the meeting unless expressly invited to remain by a simple majority of those Trustees without such an interest in the matter;
 - 63.3 not be counted in the quorum for that part of the meeting;
 - 63.4 withdraw during the vote and have no vote on the matter.
- 63.5 In particular this Article shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical who is or is to be remunerated by the Union .

General

Minutes

64. The Trustees shall keep or procure the keeping of minutes of all proceedings at the Annual General Meeting of the Union and of meetings of the Trustees, and of committees of Trustees in particular the Executive Management Board, including the names of the Trustees present at each such meeting and any such minute, if signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings. The minutes of these meetings shall be available to Members.

Accounts and Reports

65. The Trustees shall comply with the requirements of the Education Act and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts.
66. Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 64.

Notices

67. Subject to Article 67, any notice to be given to or by any person pursuant to the Articles of Governance shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.
68. The Union may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her address or by leaving it at a designated point, or by facsimile or by electronic means to his or her address or by posting it on the Union website.

69. A Member present at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
70. Proof that an envelope containing a notice was properly addressed, prepaid and posted or delivered shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or delivered or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent or in the case of a notice posted on the Union’s website at the expiration of 48 hours after it was posted.

Indemnity

71. Subject to the provisions of the Charities Act 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 by him or her in defending any proceedings, arising out of the execution and discharge of his or her duties, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her 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 him or her in the execution and discharge of his or her duties or in relation thereto.

Trustees’ Indemnity Insurance

72. The Trustees shall have power to resolve pursuant to Article 3.26 to effect trustees’ indemnity insurance, despite their interest in such policy.

Interpretation

73. In these Articles of Governance the following terms shall have the following meanings:-

Term	Meaning
73.1 “Academic Year”	the period between 1 August in one Year to 31 July in the next Year or as otherwise determined by the University as the period during which Students are required to be registered with the University or such period as may be amended by the University;
73.2 “Articles”	these Articles of Governance of the Union;
73.3 “Board”	the board of Trustees;
73.4 “Bye-Laws”	the bye-laws made from time to time

	in accordance with Article 45;
73.5 “ Chair ”	the Trustee elected to the position of Chair of the Board in accordance with the Bye-Laws;
73.6 “ Chief Executive ”	the Chief Executive of the Union who is appointed by the Board;
73.7 “ 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;
73.8 “ Code of Practice ”	the Code of Practice under the Education Act;
72.9 “ Co-Opted Trustee ”	a Trustee appointed in accordance with Articles 39 and 40 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 1994;
73.9 “ Education Act ”	the Education Act 1994;
73.10 “ Executive Management Board ”	as defined in the Bye-Laws;
73.11 “ in writing ”	means written, printed or transmitted writing including by electronic communication;
73.12 “ Members ”	members of the Union being Students at the University and/or Sabbaticals;
73.13 “ Office ”	the head office of the Union;
73.14 “ Personal Interest ”	as set out in Article 31 means a financial interest or an interest that does not arise in the ordinary course of being a Member;
73.15 “ Policy ”	political policy set by Members at Referenda and/or through the Student Council. Political policy is only subject to the authority of the Board of Trustees in accordance with Articles

	17 and 46;
73.16 “ Referendum ”	a ballot in which all the Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws;
73.17 “ Sabbatical(s) ”	Trustee(s) elected in accordance with Articles 33 and 34 and the Bye Laws;
73.18 “ Student ”	any individual who is formally registered for an approved programme of study provided by the University;
73.19 “ Student Council ”	the Student body elected by and from Members constituted in accordance with these Articles of Governance and the Bye-Laws of the Union;
73.20 “ Student Trustee ”	a Trustee elected or co-opted in accordance with Article 38 who is a Student and for the avoidance of doubt shall not for the purposes of Section 22 of the Education Act 1994 be a major union office holder ;
73.21 “ the Union ”	University of Hertfordshire Students’ Union;
73.22 “ the University ”	The University of Hertfordshire;
73.23 “ Trustee and Trustees ”	the Sabbaticals, the Student Trustees and the Co-Opted Trustees; and
73.24 “ Trustee Report ”	a report of the Trustees setting out the activities and finances of the Union in the previous period.

74. Any reference to a statute, statutory provision or subordinate legislation (“**legislation**”) shall (except where the context otherwise requires) be construed 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.