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# Articles of Association

**OUSU**



OXFORD UNIVERSITY STUDENT UNION

## **Oxford University Student Union**

### **Articles of Association**

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## **PART 1: CHARITABLE PURPOSES AND INTRODUCTORY PROVISIONS**

### **1 Interpretation**

- 1.1 Words and phrases in the Articles with initial capital letters have the meanings set out in Article 53.1. Where required, other definitions are set out in particular Articles.

### **2 Name**

- 2.1 The name of the company is Oxford University Student Union ("**OUSU**").

### **3 Objects**

- 3.1 OUSU's Objects are the advancement of education of Students at the University for the public benefit, in particular by:
- (a) promoting the interests and welfare of Students and representing, supporting and advising Students,
  - (b) being the recognised representative channel between Students and the University and any other external bodies,
  - (c) providing social, cultural, and recreational activities and forums for discussions and debate for the personal development of Students, and
  - (d) furthering all purposes which are charitable in law, and which are incidental or conducive to the main objects.

### **4 Powers**

- 4.1 To further the Objects, but not for any other purpose, OUSU may:
- (a) provide services and facilities for Students;
  - (b) establish, support, promote and operate a network of Student activities;
  - (c) support any fundraising activities, including "raise and give" (RAG), carried out by Students for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
  - (d) alone or with other organisations:
    - (i) carry out campaigning activities,
    - (ii) seek to influence public opinion, and
    - (iii) 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:
    - (i) all activities must be confined to the activities which a charity registered with the Charity Commission may properly undertake, and
    - (ii) OUSU complies with the Education Act and has regard to any guidance published by the Charity Commission;

- (e) write, make, commission, print, publish or distribute materials or information; or assist in these activities;
- (f) promote, initiate, develop or carry out education and training; and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- (g) promote, encourage, carry out or commission research, surveys, studies or other work and publish the results;
- (h) provide, or appoint others to provide, advice, guidance, representation and advocacy;
- (j) co-operate with other charities and bodies, and exchange information and advice with them;
- (k) become a member, affiliate or associate of other charities and bodies;
- (l) support, set up or amalgamate with other charities with objects identical or similar to the Objects; and act as or appoint trustees, agents, nominees or delegates to control and manage those charities;
- (m) purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects identical or similar to the Objects;
- (n) raise funds and accept gifts;
- (o) borrow and raise money, including for the purpose of investment or of raising funds, and give security (but only in accordance with the restrictions imposed by the Charities Act 2011);
- (p) purchase, lease, hire or receive property of any kind, including land, buildings and equipment; and maintain and equip it for use;
- (q) sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);
- (r) make grants or loans of money and give guarantees;
- (s) set aside funds for special purposes or as reserves against future expenditure;
- (t) invest and deal with OUSU's money, not immediately required for the Objects, in or upon any investments, securities, or property;
- (u) delegate the management of investments to an appropriately experienced and qualified financial expert (being an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000) provided that:
  - (i) the investment policy is set down in writing for the financial expert by the Board,
  - (ii) the performance of the investments is reviewed regularly by the Board,
  - (iii) the Board is entitled to cancel the delegation at any time,
  - (iv) the investment policy and the delegation arrangements are reviewed at least once a year,
  - (v) all payments due to the financial expert are on a scale or at a level agreed in advance and are notified promptly to the Board on receipt, and

- (vi) the financial expert may not do anything outside OUSU's powers;
- (v) arrange for investments or other property of OUSU 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) acting under the direction of the Board, or controlled by a financial expert (as defined in Article 4.1(u)) acting under the instructions of the Board, and to pay any reasonable fee required;
- (w) lend money and give credit to, take security for such loans or credit from, and guarantee or give security for the performance of contracts by, any person or company;
- (x) open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments (including signing cheques);
- (y) trade in the course of carrying out any of the Objects, and carry on any other trade which is not a Taxable Trade;
- (z) establish or acquire one or more Subsidiary Companies to carry on any trade;
- (aa) subject to Article 44 (Limitation on private benefits), employ and pay employees and professionals or other advisers;
- (bb) grant pensions and retirement benefits to OUSU employees and their dependants, and subscribe to funds or schemes for providing pensions and retirement benefits for OUSU employees and their dependants;
- (cc) provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (dd) enter into contracts to provide services to or on behalf of other bodies; and
- (ee) do all other lawful things as further the Objects.

## **5 Reviewing and amending the Articles**

- 5.1 The Board and the University must review the provisions of the Articles at intervals of not more than five years.
- 5.2 No amendment may be made to the Articles without the prior written consent of the University, which consent is not to be unreasonably withheld or delayed.
- 5.3 Subject to Article 5.2, and to the prior written consent of the Charity Commission (where needed), the Articles may be amended by Special Resolution.

## **PART 2: MEMBERS**

### **6 Classes of Member and rights**

- 6.1 There are two classes of Member:
  - (a) every Student who has not opted out of being a Member by notifying either the University or OUSU ("**Student Member**"), and
  - (b) the University as a corporate Member ("**University Member**").

6.2 A Student Member has all the rights available to a member of a company under the Articles and the Companies Acts, including the right to vote on any resolution in general meeting or by written resolution.

6.3 The University Member has the following rights:

- (a) to appoint an authorised representative to represent it at general meetings, and to replace its authorised representative by giving written notice to OUSU,
- (b) to attend and speak at general meetings through its authorised representative but not vote (except in relation to its right under Article 6.3(d)), but should a conflict of interest arise between the interests of the University and OUSU the chair of the meeting is, at the chair's discretion, entitled to ask the authorised representative to leave the meeting, except in relation to the University Member's right under Article 6.3(d),
- (c) to receive notice of all general meetings and a copy of any written resolution proposed under Article 52 (but not to vote on any written resolution except in relation to its right under Article 6.3(d)), and
- (d) to vote on any resolution to amend any provision contained in the Articles (but not on any other matter).

6.4 OUSU must maintain a register of Members.

6.5 Membership is not transferable.

## **7 Termination and suspension of membership**

7.1 A Student Member shall cease to be a Member if:

- (a) the Student Member ceases to be a Student,
- (b) the Student Member notifies either the University or OUSU in writing of a wish not to be a Student Member, or
- (c) subject to Article 7.4, Council passes a resolution to remove the Student Member from membership in accordance with the Bye-Laws.

7.2 Subject to Article 7.4, a Student Member shall be suspended from membership if Council passes a resolution to that effect in accordance with the Bye-Laws.

7.3 Council must not pass a resolution under Article 7.1(c) or 7.2 unless the Student Member concerned has been given notice in writing that the resolution is to be proposed, specifying the reasons for the proposed removal or suspension (as the case may be), and has been afforded a reasonable opportunity of being heard by or, at the option of the Student Member concerned, of making written representations to Council.

7.4 The provisions of Articles 7.1(c) and 7.2 do not apply to:

- (a) a Student Member who is a Sabbatical Trustee or a Student Trustee, or
- (b) such other Student Members as Bye-Laws may prescribe.

7.5 The University shall cease to be the University Member if the University notifies OUSU in writing of its wish not to be a Member.

## **8 Associate members**

- 8.1 The Board may establish classes of associate membership with such description and with such rights and obligations as it thinks fit. Associate members are not Members, and shall be admitted and removed in accordance with the Bye-Laws.

### **PART 3: COUNCIL AND THE EXECUTIVE**

## **9 Council**

### 9.1 Council:

- represents the voice of Students,
- acts as the representative channel for student opinion,
- is responsible for OUSU Policy,
- makes recommendations to the Board,
- scrutinises the Executive,
- elects External Trustees in accordance with Article 16, and
- makes Bye-Laws and Regulations in accordance with Article 11.

- 9.2 Bye-Laws must provide for the composition of Council, any additional functions of Council, and its decision-making powers and procedures.

## **10 The Executive**

- 10.1 The Sabbatical Trustees, and such other Student Members as Bye-Laws may prescribe, act collectively as Council's Executive to:

- contribute to the making of OUSU Policy,
- implement OUSU Policy,
- represent Students, and
- campaign in the interests of Students.

- 10.2 Bye-Laws must provide for any additional functions of the Executive, and its decision-making powers and procedures.

### **PART 4: BYE-LAWS AND REGULATIONS**

## **11 Bye-Laws and Regulations**

- 11.1 Council may from time to time make, repeal or amend Bye-Laws and Regulations, which are consistent with the Articles and the Companies Acts, to provide for matters relating to OUSU's governance and administration.

- 11.2 Bye-Laws do not have effect until approved by the Board.

### **PART 5: REFERENDA**

## **12 Referenda**

- 12.1 A Referendum may be called:

- (a) on any issue (other than an amendment to the Articles but including an affiliation issue), by:
- (i) a resolution of the Board,
  - (ii) a majority vote of Council,

- (iii) a request from at least 15 Constituent Organisations, or
  - (iv) a petition signed by at least 1,500 Student Members in a form, and subject to any conditions, prescribed in the Bye-Laws, and
- (b) on an affiliation issue, by 5% (or any lesser percentage specified in the Bye-Laws) of Student Members, at such intervals of not more than a year as are specified in the Bye-Laws,

but a Referendum to remove a Sabbatical Trustee can only be held if the requirements of Article 20.1 (Removal of Trustees by motion or resolution of no confidence) are met.

12.2 All Student Members are entitled to vote:

- (a) in a Referendum on an affiliation issue, and
- (b) in any other Referendum, except where Article 20.2 applies or where Bye-Laws provide otherwise.

12.3 A decision in a Referendum is valid only if at least 100 Student Members cast a vote.

12.4 Bye-Laws must provide for the extent to which the result of a Referendum is binding.

12.5 In this Article “**affiliation issue**” means the question of OUSU’s continued affiliation to a particular external organisation.

## **PART 6: THE BOARD**

### **13 Election of Trustees**

13.1 The Board consists of:

- (a) up to six Sabbatical Trustees,
- (b) up to five Student Trustees, and
- (c) up to four External Trustees,

elected in accordance with Articles 14 to 16.

13.2 A Trustee is both a company director and a Charity Trustee of OUSU and a prospective Trustee must:

- (a) be eligible for election as a company director and a Charity Trustee, and
- (b) sign a written declaration of willingness to act.

### **14 Sabbatical Trustees**

14.1 Subject to Article 14.2, Sabbatical Trustees must be elected by secret ballot of all Student Members at an election held in accordance with the Bye-Laws.

14.2 OUSU may agree with the University that one or more Sabbatical Trustees should not be elected by all Student Members, but by secret ballot of a relevant section of Student Members.

14.3 At the time of election, a Sabbatical Trustee must be a Student Member.

- 14.4 Unless their term of office is terminated earlier in accordance with Article 19 or 20, a Sabbatical Trustee:
- (a) holds office for a single term of one year commencing in accordance with the Bye-Laws, and
  - (b) is not eligible for re-election as a Sabbatical Trustee or as a non-Trustee officer to whom Article 17.1(a) applies.

14.5 A Sabbatical Trustee must enter into a contract of employment with OUSU for the period of the Sabbatical Trustee's term of office as a Trustee.

## **15 Student Trustees**

15.1 Student Trustees must be elected by secret ballot of Student Members at an election held in accordance with the Bye-Laws.

15.2 At the time of election, a Student Trustee must be a Student Member.

15.3 Unless their term of office is terminated earlier in accordance with Article 19 or 20, a Student Trustee:

- (a) holds office for a term of one year commencing in accordance with the Bye-Laws,
- (b) is eligible for re-election for a second term of one year at an election to which the provisions of Articles 15.1 and 15.2 shall apply, and
- (c) may serve for a maximum of two terms in total, whether consecutive or non-consecutive.

## **16 External Trustees**

16.1 External Trustees must be elected by Council from persons nominated by the Nominations Committee, at an election held in accordance with the Bye-Laws.

16.2 At the time of election, an External Trustee must not be:

- (a) a Student, or
- (b) an employee of OUSU, the University, or a college of the University.

16.3 Unless their term of office is terminated earlier in accordance with Article 19 or 20, an External Trustee:

- (a) holds office for a term of up to four years commencing in accordance with the Bye-Laws,
- (b) is eligible for re-election for a second term of up to four years at an election to which the provisions of Articles 16.1 and 16.2 shall apply, and
- (c) may serve for a maximum of two terms in total, whether consecutive or non-consecutive.

16.4 Bye-Laws must provide for the Nominations Committee, and the members of the Nominations Committee must include the Registrar of the University or their nominee.

## **17 Non-Trustee sabbatical and executive officers**

17.1 Bye-Laws may provide for Student Members to be:

- (a) sabbatical officers, and
- (b) executive officers,

who are not Trustees.

- 17.2 A non-Trustee officer to whom Article 17.1(a) applies holds office for a single term of one year, commencing in accordance with the Bye-Laws, and is not eligible to hold office for a further term as such a non-Trustee officer or as a Sabbatical Trustee.

## **18 Vacancies**

- 18.1 In the event of a vacancy in its number, the Board must fill it by election in accordance with the Bye-Laws. The provisions of Articles 14, 15 or 16 (as the case may be) shall apply to the election, save that (in the case of a Sabbatical Trustee or Student Trustee) the Trustee elected holds office for the remaining portion of the term of office of the Trustee whose vacancy is being filled.

- 18.2 Pending an election under Article 18.1, the Board may co-opt a person, who would at the time of co-option be eligible for election as a Sabbatical Trustee, Student Trustee, or External Trustee (as the case may be), to fill a vacancy in its number.

- 18.3 A Trustee co-opted under Article 18.2

- (a) holds office for the period specified in the Bye-Laws, subject to a maximum of one year, and
- (b) is not prohibited, by reason of co-option, from being elected as a Sabbatical Trustee, Student Trustee, or External Trustee (as the case may be).

## **19 Disqualification, resignation and removal of Trustees**

- 19.1 A Trustee shall cease to be a Trustee if:

- (a) the Trustee is disqualified from acting as a company director or Charity Trustee,
- (b) the Trustee becomes bankrupt or makes any arrangement or composition with their creditors,
- (c) in the case of a Sabbatical Trustee, the Trustee ceases to be an OUSU employee,
- (d) in the case of a Student Trustee, the Trustee ceases to be a Student,
- (e) the Trustee resigns by notice to OUSU (but only if at least two Trustees will remain in office when the notice of resignation is to take effect),
- (f) the Trustee is incapable, whether mentally or physically, of managing their own affairs and the Board resolves that the Trustee be removed from office,
- (g) the Trustee fails to attend three consecutive meetings of the Board and the Board resolves that the Trustee be removed for this reason,
- (h) the Trustee is removed from office under Article 20, or
- (j) the Trustee is removed by Members in accordance with the Companies Acts.

## **20 Removal of Trustees by motion or resolution of no confidence**

- 20.1 Subject to Article 20.2, a Sabbatical Trustee shall cease to be a Trustee if a motion of no confidence in the Trustee:
- (a) is passed by a two-thirds majority in a vote of Council at each of two successive Council meetings, followed by
  - (b) ratification by a simple majority of Student Members voting in a Referendum called by Council.
- 20.2 If the Sabbatical Trustee is a Trustee to whom Article 14.2 applies, only the relevant section of Student Members entitled to vote at an election of the Sabbatical Trustee may vote in a Referendum under Article 20.1(b).
- 20.3 A Student Trustee or an External Trustee shall cease to be a Trustee if a motion of no confidence in the Trustee is passed by a two-thirds majority in a vote of Council at each of two successive Council meetings.
- 20.4 An External Trustee shall cease to be a Trustee if a resolution of no confidence is passed by a majority of the other Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a Conflict of Interest must not vote on the resolution.

## **21 Removal of Trustees: right to be heard**

- 21.1 A motion under Article 20.1 or 20.3, or a resolution under Article 20.4 must not be passed unless the Trustee concerned has been given notice in writing that the motion or resolution is to be proposed, specifying the reasons for the proposed removal from office, and has been afforded a reasonable opportunity of being heard by or, at the option of the Trustee concerned, of making written representations to Council or the Board (as the case may be).

## **22 Suspension of Sabbatical Trustees**

- 22.1 The Board must suspend a Sabbatical Trustee as a Trustee when that Sabbatical Trustee has been suspended from employment with OUSU. During a period of suspension, a Sabbatical Trustee remains a Student Member.

## **THE BOARD'S POWERS AND RESPONSIBILITIES**

### **23 The Board's powers and responsibilities**

- 23.1 The Board is responsible for OUSU's management and administration and may exercise all of OUSU's powers that are not reserved to Members.
- 23.2 Subject to Article 23.4, Student Members may by Special Resolution or Referendum (called in accordance with Article 12.1(a)(iv)) direct the Board to take, or refrain from taking, specified action. A direction does not invalidate anything which the Board has done before the direction is given.
- 23.3 The Board must:
- (a) subject to Article 23.4, ensure OUSU's resources, structures and activities are arranged to deliver the Objects and OUSU Policy,
  - (b) ensure that all Students have appropriate access to the services provided by OUSU, regardless of whether or not they are Student Members,
  - (c) ensure that OUSU's finances operate efficiently and effectively,

- (d) consider any legal and compliance aspects relating to OUSU's activities,
- (e) establish, publish and administer the complaints procedure required by section 22(2) of the Education Act, and
- (f) submit a termly report of its work to Council.

23.4 The Trustees have legal duties as company directors and Charity Trustees, which include ensuring that OUSU's funds are used prudently for purposes within the Objects. If a decision is made, or advice given by Council, which the Board reasonably considers incompatible with these duties (having sought advice where appropriate), it may be unable to implement or endorse the decision or advice, and at its discretion the Board may decline to do so. In this Article, "**decision**" includes, but is not limited to, a decision of Council, by Referendum, or by resolution (whether ordinary or special) of Student Members, or OUSU Policy.

23.5 No alteration of the Articles, the Bye-Laws or Regulations invalidates any prior act of the Board which would have been valid if that alteration had not been made.

23.6 All acts done at a meeting of the Board, or of a committee of Trustees, are valid notwithstanding the participation in any vote of a Trustee who at the time of the meeting:

- (a) was disqualified from holding office,
- (b) had previously retired or who had been obliged to vacate office, or
- (c) was not entitled to vote on the matter, whether by reason of a Conflict of Interest or otherwise,

if, without the vote of that Trustee and without that Trustee being counted in the quorum, the act was done by a majority of the Trustees at a quorate meeting.

## **24 Delegation by the Board**

24.1 Where the Board may delegate any of its powers conferred on it under the Articles, it may do so:

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters, and
- (e) on such terms and conditions,

as it thinks fit.

24.2 A delegation may authorise further delegation of the Board's powers by any person to whom, or committee to which, they are delegated.

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

24.4 Any delegation under this Article does not relieve the Board from responsibility for ensuring compliance with any obligation OUSU may have to third parties, or under the law.

## **25 Delegation to committees**

25.1 In the case of delegation under Article 24.1 to a committee:

- (a) the delegation must specify those who are to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number),
- (b) the composition of the committee is at the discretion of the Board and may comprise such of its number (if any) as the delegation may specify (save that any committee dealing with financial matters must include at least one Trustee),
- (c) the committee's deliberations must be reported regularly to the Board and any resolution passed or decision taken by the committee must be reported promptly to the Board, and
- (d) the committee must not knowingly incur expenditure or liability on behalf of OUSU except where authorised by the Board or in accordance with a budget approved by the Board.

## **26 Chief Executive Officer**

- 26.1 The Board shall appoint a Chief Executive Officer for such term, at such remuneration and upon such conditions as the Board thinks fit, with responsibility for the day-to-day management of OUSU. The Board may remove the Chief Executive Officer.

## **DECISION-MAKING BY THE BOARD**

### **27 Board meetings**

- 27.1 The Board must hold a minimum of three meetings in each Academic Year.
- 27.2 Guests or observers may attend Board meetings at the discretion of the chair of the meeting.

### **28 Calling a Board meeting**

- 28.1 Two Trustees may call a Board meeting and the Chief Executive Officer must do so at the request of two Trustees.
- 28.2 A Board meeting must be called by at least seven clear days' notice unless either:
- (a) all the Trustees agree, or
  - (b) urgent circumstances require shorter notice.
- 28.3 Every notice calling a Board meeting must specify:
- (a) the place, date and time of the meeting,
  - (b) the general particulars of all business to be considered at the meeting, and
  - (c) 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.

### **29 Participation in Board meetings**

- 29.1 A Board meeting may be held either in person or by suitable Electronic Means, agreed by the Board, by means of which each participant may communicate with all the other participants.

### **30 Quorum**

- 30.1 The Board shall from time to time decide the quorum for Board meetings, but it must never be less than five.

30.2 If the total number of Trustees for the time being is less than the quorum, the Board must not take any decision other than a decision to increase the number of Trustees.

### **31 Chair and deputy chair**

31.1 The Board must elect a Sabbatical Trustee as its chair and another Trustee (other than a Sabbatical Trustee) as deputy chair, in accordance with the Bye-Laws.

31.2 In the absence of the chair and deputy chair, another Trustee elected by the Trustees must chair a Board meeting.

### **32 Voting**

32.1 Matters for decision at a Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the person presiding as chair of the meeting is entitled to a casting vote in addition to any other vote they may have.

### **33 Decisions without Board meeting**

33.1 The Board may by a two-thirds majority take a decision, without holding a meeting, by any means (including by Electronic Means). Such a decision may, but need not, take the form of a resolution in writing.

### **34 Conflicts of Interest**

34.1 Subject to Article 35, whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Trustee must:

- (a) declare the nature and extent of the interest before discussion begins on the matter, unless (or except to the extent that) the other Trustees are or ought reasonably to be aware of it already,
- (b) withdraw from the meeting or discussion for that item after providing any information requested by the other Trustees,
- (c) not be counted in the quorum for that part of the meeting or decision-making process,
- (d) be absent during the vote and have no vote on the matter, and
- (e) comply with any other requirement which the other Trustees resolve is necessary.

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

34.3 When a Trustee has a Conflict of Interest which has been declared to the Trustees, the Trustee shall not be in breach of that Trustee's duties to OUSU by withholding confidential information from OUSU if to disclose it would result in a breach of any other duty or obligation of confidence.

### **35 The Board's power to authorise a Conflict of Interest**

35.1 When a Trustee has a Conflict of Interest, the Trustees who do not have a Conflict of Interest (if they form a quorum without counting the Trustee and are satisfied that it is in OUSU's best interests to do so) may by resolution passed in the absence of the Trustee permit the Trustee (notwithstanding any Conflict of Interest which has arisen or may arise for the Trustee) to:

- (a) continue to participate in discussions leading to the making of a decision, or to vote, or both,

- (b) disclose to a third party information confidential to OUSU,
  - (c) take any other action, not otherwise authorised, which does not involve the receipt by the Trustee or a Connected Person of any payment or material benefit from OUSU, or
  - (d) refrain from taking any step required to remove the conflict.
- 35.2 A Trustee shall not be accountable to OUSU for any benefit which the Trustee may derive from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 35.1 (subject to any limits or conditions in the authorisation).

### **36 Register of Trustees' interests**

- 36.1 The Board must keep a register of Trustees' interests. A Trustee must declare the nature and extent of any interest, direct or indirect, which the Trustee has (and which has not previously been declared) as soon as the interest arises.

## **TRUSTEES' INDEMNITY**

### **37 Trustees' indemnity**

- 37.1 Without prejudice to any indemnity to which a relevant Trustee may otherwise be entitled, every relevant Trustee shall be indemnified out of OUSU's assets:
- (a) against any liability incurred by the relevant Trustee in defending any proceedings, whether civil or criminal, in which judgment is given in the relevant Trustee's favour or in which the relevant Trustee is acquitted,
  - (b) in connection with any application in which relief is granted to the relevant Trustee by the court from liability for negligence, default, breach of duty or breach of trust in relation to OUSU's affairs, and
  - (c) against all costs, charges, losses, expenses or liabilities incurred by the relevant Trustee in the execution and discharge of the relevant Trustee's duties or in relation thereto.
- 37.2 Every auditor of OUSU may be indemnified in the circumstances and manner set out in Article 37.1.
- 37.3 For the purposes of Article 37.1, a "**relevant Trustee**" means any Trustee or former Trustee of OUSU.

## **ENGAGEMENT WITH THE UNIVERSITY AND STUDENTS**

### **38 Engagement with the University and Students**

- 38.1 The Board must
- (a) ensure that OUSU operates in a fair and democratic manner,
  - (b) provide such assistance to the University as is required for the University to comply with its obligations under the Education Act, including the prompt supply of reports and other information relating to its financial and other material affairs (including the conduct of elections),
  - (c) allow the University to take such steps as are reasonably necessary to ensure that elections are fairly and properly conducted,

- (d) obtain the approval of the University for OUSU's budget in respect of each financial year,
  - (e) at least once in each Academic Year, send to the University an impact report detailing OUSU's activities and any other information agreed between the University and OUSU,
  - (f) promptly supply to the University such reports and information as the University may require:
    - (i) concerning OUSU's finances, or
    - (ii) under any operating agreement between the University and OUSU,
  - (g) send to the University the notices, reports and other information relating to OUSU's affiliation to external organisations required by section 22(2) of the Education Act, and
  - (h) permit the University to inspect any of the documents referred to in Article 41.1 (Records and accounts) upon reasonable notice to OUSU; and the Board must in any event provide the University with a copy of OUSU's annual report and statement of accounts as soon as reasonably practicable following their approval by the Board.
- 38.2 If the University notifies the Board that, in its reasonable opinion, the Board has failed to comply with its obligations under Article 38.1(a) or (b), the Board must at OUSU's cost take such steps as are reasonably necessary to rectify the situation as soon as possible.
- 38.3 The Board must send to Council and publish to all Students:
- (a) the annual reports referred to in Article 41.1(a),
  - (b) summaries of the impact reports referred to in Article 38.1(e), and
  - (c) the notices, reports and other information referred to in Article 38.1(g).
- 38.4 At least once in each Academic Year, the Board must submit the current list of affiliations to external organisations to Student Members for approval.
- 38.5 In the event that the Board decides to allocate resources to groups or clubs, it must set down in writing an allocation procedure which is fair and freely accessible to all Students.

## **PART 7: ADMINISTRATIVE ARRANGEMENTS AND GENERAL PROVISIONS**

### **39 Communications**

- 39.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Acts may be served:
- (a) by hand,
  - (b) by post, or
  - (c) by suitable Electronic Means.
- 39.2 The only Address at which a Member is entitled to receive a notice sent by post is an Address in the United Kingdom shown in the register of Members.
- 39.3 Any notice given in accordance with the Articles is to be treated for all purposes as having been received:

- (a) 24 hours after being sent by Electronic Means, or delivered by hand to the relevant Address,
- (b) two clear days after being sent by first class post to that Address,
- (c) three clear days after being sent by second class or overseas post to that Address,
- (d) immediately on being handed to the recipient personally, or, if earlier,
- (e) as soon as the recipient acknowledges actual receipt.

39.4 A technical defect in service of which the Board is unaware at the time does not invalidate decisions taken at a meeting.

#### **40 Minutes**

40.1 The Board must keep minutes of all:

- (a) resolutions of Members in general meeting and of the Board, and
- (b) proceedings at general meetings and of the Board,

and any minutes, signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee, be sufficient evidence of the resolution or proceedings.

40.2 The minutes referred to in Article 40.1 must be kept for at least ten years from the date of the resolution or meeting.

40.3 The minutes of the meetings referred to in Article 40.1 must be available to Students on OUSU's website, except to the extent that the minutes relate to any reserved or confidential matters, including staff or disciplinary matters.

#### **41 Records and accounts**

41.1 The Board must comply with the requirements of the Companies Acts and the Charities Act 2011 as to maintaining a register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

- (a) annual reports,
- (b) annual returns, and
- (c) annual statements of account.

41.2 A Member has the right to ask the Board questions in writing about the content of any document referred to in Article 41.1.

#### **42 Irregularities**

42.1 The making of any decision, or the proceedings at any meeting, on the taking of any poll, or on the passing of a written resolution, shall not be invalidated by reason of:

- (a) any accidental informality or irregularity (including any accidental omission to give, or any non-receipt of, notice),
- (b) any lack of qualification in any of the persons present or voting, or

(c) any business being considered which is not specified in the notice,

unless a provision of the Companies Acts specifies that the informality, irregularity or lack of qualification shall invalidate it.

#### **43 Exclusion of model articles**

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

#### **44 Limitation on private benefits**

44.1 OUSU's income and property must be applied solely towards the promotion of the Objects.

44.2 No part of OUSU's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This prohibition shall not, however, prevent payment in good faith by OUSU of:

- (a) payments to a Student Member in their capacity as a beneficiary of OUSU,
- (b) reasonable and proper remuneration to a Member for goods or services supplied to OUSU, provided that if the Member is a Trustee Article 44.3 shall apply,
- (c) payments to a Member in their capacity as an OUSU employee, provided that if the Member is a Trustee Article 44.3 shall apply,
- (d) interest on money lent by a Member to OUSU at a reasonable and proper rate, and
- (e) reasonable and proper rent for premises let by a Member to OUSU.

44.3 No Trustee may sell goods, services or any interest in land to OUSU, be employed by (or receive any remuneration from) OUSU, or receive any other financial benefit from OUSU. This prohibition shall not, however, prevent payment in good faith by OUSU of:

- (a) payments to a Trustee or Connected Person in their capacity as a beneficiary of OUSU,
- (b) a Trustee's reasonable and proper out of pocket expenses,
- (c) reasonable and proper remuneration to a Sabbatical Trustee or Connected Person for goods or services supplied to OUSU on the instructions of the Trustees, subject to the following provisions:
  - (i) for the avoidance of doubt, the authorisation under Article 44.3(c) extends to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with OUSU;
  - (ii) subject to paragraph (i), the authorisation under Article 44.3(c) does not extend to the service of acting as Trustee;
  - (iii) subject to Article 44.6, the authorisation under Article 44.3(c) does not apply to more than half of the Trustees (taking no account of vacancies) at any one time (and for these purposes, an authorisation shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee);
  - (iv) if the person being remunerated is a Trustee, the procedure set out in Article 34 (Conflicts of Interest) must be followed;

- (v) if the person being remunerated is a Connected Person, the procedure set out in Article 34 must be followed by the relevant Trustee in relation to any decisions regarding the Connected Person; and
  - (vi) the provisions of the Education Act must be complied with at all times,
  - (d) interest on money lent by a Trustee or Connected Person to OUSU at a reasonable and proper rate,
  - (e) reasonable and proper rent for premises let by a Trustee or Connected Person to OUSU,
  - (f) reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.1(cc),
  - (g) payments made to a Trustee under the indemnity provisions set out in Article 37, and
  - (h) payments authorised in writing by the Charity Commission.
- 44.4 In Articles 44.2 and 44.3, a reference to OUSU is a reference to OUSU or any Subsidiary Company, or both.
- 44.5 For any transaction authorised by Article 44.3, the Trustee's duty (arising under the Companies Act 2006) to avoid a Conflict of Interest with OUSU shall be disapplied provided the relevant provisions of Article 44.3 have been complied with.
- 44.6 Where a vacancy arises on the Board with the result that Article 44.3(c) applies to more than half of the Trustees (taking no account of vacancies), OUSU may continue to pay remuneration to the Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Article 44.3(c), provided that OUSU uses all reasonable endeavours to fill the vacancy as soon as possible.

#### **45 Limited liability of Members and guarantee**

- 45.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to pay in the event of OUSU being wound up or dissolved while a Member, or within one year after ceasing to be a Member, towards:
- (a) payment of OUSU's debts and liabilities contracted before ceasing to be a Member,
  - (b) payment of the costs, charges and expenses of winding up, and
  - (c) adjustment of the rights of the contributories among themselves.

#### **46 Dissolution**

- 46.1 If any property remains after OUSU has been wound up or dissolved and all debts and liabilities have been satisfied, it must not be paid to or distributed among Student Members. It must instead be given or transferred to the University for application within the Objects.

### **GENERAL MEETINGS**

#### **47 Calling a general meeting**

- 47.1 The Board may call a general meeting at any time and must call a general meeting if:
- (a) required to do so by Members under the Companies Acts, or
  - (b) requested to do so by Council.

47.2 A general meeting shall be called on at least 14 clear days' notice, or shorter notice if it is so agreed by at least 90% of Members entitled to attend and vote at it.

47.3 The notice calling a general meeting must specify:

- (a) the place, date and time of the meeting,
- (b) the general nature of the business to be transacted,
- (c) if a Special Resolution is to be proposed, the terms of the proposed Special Resolution, and
- (d) a statement informing Members of the right to appoint another person as proxy.

47.4 Notice of a general meeting must be given to each Member and Trustee, and to OUSU's auditors.

## **48 Quorum**

48.1 Subject to Article 48.2, the quorum for a meeting shall be 200 Members in person, by proxy, or, in the case of the University Member, by its authorised representative.

48.2 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting must be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Board may determine. 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.

48.3 The authorised representative of the University Member must be present to form a quorum (whether under Article 48.1 or 48.2) if the business of the meeting includes a vote on any resolution to amend any provision contained in the Articles.

## **49 Chair**

49.1 The chair of a general meeting shall be the chair of Council. If the chair of Council is unable or unwilling to act, or if the chair is not present within fifteen minutes after the time appointed for holding the meeting, Student Members present and entitled to vote shall elect one of their number to be chair of the meeting.

## **50 Attendance by Trustees and non-Members**

50.1 A Trustee who is not a Member may attend and speak, but not vote, at any general meeting.

50.2 The chair of the meeting may permit other persons who are not Members to attend and speak at any general meeting, but no such person shall have the right to vote.

## **51 Voting**

51.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the Bye-Laws. A poll must be conducted by secret ballot.

51.2 On a show of hands or a poll, every Member present in person or by proxy (or in the case of the University Member by its authorised representative) and entitled to vote shall have one vote.

51.3 In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

## 52 Written resolutions

- 52.1 Except where otherwise provided by the Articles or the Companies Acts, a resolution in writing, passed in accordance with the Companies Acts, is as valid as an equivalent resolution passed at a general meeting, and a resolution in writing may be set out in more than one document.

## DEFINITIONS AND INTERPRETATION

### 53 Definitions and interpretation

- 53.1 In the Articles, the following terms have the following meanings:

Term	Meaning
“Academic Year”	· 1 <sup>st</sup> August to the following 31 <sup>st</sup> July.
“Address”	· includes a number or postal address, or email address used for the purpose of sending or receiving documents by Electronic Means.
“Articles”	· these articles of association of OUSU.
“Board”	· the board of Trustees of OUSU.
“Bye-Laws”	· bye-laws made pursuant to Article 11.
“Charity Trustee”	· has the meaning given to it in section 177 of the Charities Act 2011.
“Chief Executive Officer ”	· the person appointed by the Trustees as chief executive officer under Article 26.
“Companies Acts”	· the Companies Acts (as defined in Section 2 of the Companies Act 2006).
“Conflict of Interest”	· any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation, or otherwise) that conflicts or might conflict with the interests of OUSU, because the Trustee or a Connected Person is receiving or may receive a benefit from OUSU, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to OUSU.
“Connected Person”	· a person with whom a Trustee shares a common interest such that the Trustee may reasonably be regarded as benefitting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee’s only connection is an interest consisting of no more than 1% of the voting rights.
“Constituent Organisations”	· organisations of the colleges of the University which choose to affiliate to OUSU, as provided for in the Bye-Laws.

<b>“Council”</b>	· the council provided for in Article 9.
<b>“Education Act”</b>	· the Education Act 1994.
<b>“Electronic Means”</b>	· communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference.
<b>“Executive”</b>	· the executive provided for in Article 10.
<b>“External Trustee”</b>	· a Trustee elected in accordance with Article 16, or co-opted as an External Trustee under Article 18.
<b>“Member”</b>	· a Student Member or the University Member, and together <b>“Members”</b> .
<b>“Nominations Committee”</b>	· the committee provided for in Article 16.4.
<b>“Objects”</b>	· the charitable objects of OUSU as set out in Article 3.
<b>“OUSU”</b>	· Oxford University Student Union.
<b>“OUSU Policy”</b>	· official OUSU policy made in accordance with the Bye-Laws.
<b>“Referendum”</b>	· a secret ballot conducted in accordance with the Articles and the Bye-Laws.
<b>“Regulations”</b>	· regulations made pursuant to Article 11.
<b>“Sabbatical Trustee”</b>	· a Trustee elected in accordance with Article 14, or co-opted as a Sabbatical Trustee under Article 18.
<b>“Special Resolution”</b>	· a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold at least 75% of the voting rights.
<b>“Student”</b>	· a person who is a student member of the University as defined in sections 4 and 5 of Statute II of the University.
<b>“Student Member”</b>	· has the meaning given to it in Article 6.1.
<b>“Student Trustee”</b>	· a Trustee elected in accordance with Article 15, or co-opted as a Student Trustee under Article 18.
<b>“Subsidiary Company”</b>	· any company in which OUSU 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.
<b>“Taxable Trade”</b>	· carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax.

<b>“Trustee”</b>	· a Charity Trustee and company director of OUSU.
<b>“University”</b>	· the Chancellor, Masters and Scholars of the University of Oxford, who shall act through the Council of the University or such other body or person to whom the Council of the University has delegated authority to act.
<b>“University Member”</b>	· has the meaning given to it in Article 6.1.

53.2 Unless the context otherwise requires, other words or expressions contained in the Articles have the same meaning as in the Companies Acts.

53.3 Any reference in the Articles to an Act of Parliament includes a reference to that Act as re-enacted or amended from time to time and to any subordinate legislation made under it.

53.4 In the Articles:

**“clear days”** means, 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;

**“document”** includes, unless otherwise specified, any document sent or supplied by Electronic Means; and

**“writing”** means 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 by Electronic Means or otherwise.