



**University of Bath
Students' Union**

Articles of Governance

of

The University of Bath Students' Union

(An Unincorporated Association)



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1 Preamble

1.1. The University of Bath Students' Union (BUSU) is devoted to the educational interests and welfare of its Members. These Articles of Governance have been structured to give the Trustees reasonable authority to manage the affairs of BUSU in a business like manner to ensure that BUSU complies with charity law and other legal requirements. Members enjoy the right to elect the majority of the Trustees.

1.2. Mission statement

BUSU exists to represent its Members and provide them with services, support and opportunities for development to enable them to maximise the benefits of their overall student experience.

1.3. When acting to further its powers and in accordance with its objects, BUSU shall not discriminate on the grounds of age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socio-economic background, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.

1.4. BUSU shall not affiliate to any political party or religious organisation.

1.5. Definitions

1.5.1 In these Articles of Governance and the accompanying Bye-Laws and Regulations the following terms shall have the following meanings:-

Term	Meaning
1 "Academic Year"	the period between 1 August in one Year to 31 July in the next Year determined by the University as the period during which Students are required to be registered with The University of Bath;
2 "Articles" & "Articles of Governance"	these Articles of Governance of BUSU;
3 "Board of Trustees"	the board of the Trustees of BUSU;
4 "BUSU"	The University of Bath Students' Union;
5 "Bye-Laws"	the bye-laws made from time to time in accordance with Article 11.7;
6 "Chief Executive"	the Chief Executive of BUSU;
7 "clear days"	in relation to a period of notice, the period excluding the day when the notice is given or deemed to have been given and the day for which it is given or on



Term	Meaning
	which it is to take effect;
8 "Code of Practice"	the Code of Practice relating to the obligations of The University of Bath under section 22 of the Education Act 1994;
9 "Co-Opted Trustee"	a Trustee appointed in accordance with Article 11.4 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;
10 "Education Act"	the Education Act 1994;
11 "General Meeting"	a meeting of Members called to discuss, but not determine policy on, cross campus issues and receive Trustee reports;
12 "Independent Trustee"	a Trustee appointed in accordance with Article 11.3 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;
13 "in writing"	means written, printed or transmitted writing including by electronic communication;
14 "Life Members"	individuals who were granted life membership of BUSU before Life Membership was discontinued and who are entitled to the benefits set out in the Bye-laws;
15 "Members"	members of BUSU being Students at The University of Bath as further defined in Article 6 and the Sabbatical Trustees;
16 "Office"	the head office of BUSU;
17 "Policy"	political policy set by Referenda in accordance with Article 23. Political policy is only subject to the authority of the Board of Trustees on the grounds of financial consideration, charity or education law or other legal requirements (including ultra vires) or reputation of BUSU.
18 "Referendum"	a vote that all Members of BUSU are entitled to cast;



Term	Meaning
19 "Returning Officer"	the person appointed by the Board of Trustees to be responsible for the good conduct and administration of all elections of elected officers;
20 "Sabbatical Trustee"	a Trustee appointed in accordance with Article 11.2 who shall be deemed to be a "major union office holder" for the purposes of section 22 of the Education Act;
21 "Secure Petition"	fixed in a pre-arranged place or held securely on-line;
22 "Senior Treasurer"	a University appointee who participates in the Finance Committee of BUSU and as part of other committees as requested;
23 "Student"	any individual who is formally registered for a credit bearing programme of study provided by The University of Bath;
24 "Trustee" & "Trustees"	the Sabbatical Trustees, the Independent Trustees and any Co-Opted Trustees;
25 "Trustee Chair"	the chair of the Trustees, being the Trustee appointed by the Board of Trustees to this office in accordance with Article 15;
26 "University" "University of Bath"	& The University of Bath, as incorporated by Royal Charter in 1966;
27 "University Council"	the governing body of The University of Bath, which, as part of its duties receives reports about the governance and affairs of BUSU generally and specifically in regard to the requirements of the Education Act;
28 "Year"	a calendar year.

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

1.7. 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.



2 BUSU

- 2.1. There shall be a students' union in the name of The University of Bath Students' Union ("BUSU").

3 Charitable Objects

- 3.1. BUSU's charitable objects are the advancement of education of students at The University of Bath for the public benefit by:-
- 3.1.1 promoting the interests and welfare of students at The University of Bath during their course of study and representing, supporting and advising members;
 - 3.1.2 being the recognised representative channel between students and The University of Bath and any other external bodies; and
 - 3.1.3 providing social, cultural, sporting and recreational activities and forums for discussion and debate for the personal development of its members.

4 Powers

- 4.1. To further its objects, but not otherwise, BUSU may:
- 4.1.1 provide services and facilities (including licensed facilities) for Members;
 - 4.1.2 establish, support, promote and operate a network of student activities for Members;
 - 4.1.3 alone or with other organisations:
 - 4.1.3.1. carry out campaigning activities in relation to the development and implementation of appropriate policies;
 - 4.1.3.2. seek to influence public opinion; and
 - 4.1.3.3. 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 those which an English charity may properly undertake and provided that BUSU complies with the Education Act and any guidance published by the Charity Commission:
 - 4.1.4 write, make, commission, print, publish or distribute materials, or assist in these activities;
 - 4.1.5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;



- 4.1.6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.1.7 provide or appoint others to provide guidance, representation and advocacy;
- 4.1.8 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 4.1.9 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (subject to any consent required by law);
- 4.1.10 borrow and raise money on such terms and security as BUSU may think suitable (subject to any consent required by law);
- 4.1.11 raise funds and invite and receive contributions from any person(s) provided that BUSU shall not undertake any taxable trading activities in raising funds;
- 4.1.12 trade in the course of carrying out any of its objects;
- 4.1.13 incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 4.1.14 set up charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charities and subscribe, lend or guarantee money to such charities;
- 4.1.15 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.1.16 invest and deal with BUSU's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.1.17 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 4.1.17.1. the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.1.17.2. every transaction is reported promptly to the Trustees;
 - 4.1.17.3. the performance of the investment is reviewed regularly by the Trustees;
 - 4.1.17.4. the Trustees are entitled to cancel the delegation at any time;
 - 4.1.17.5. the investment policy and the delegation arrangements are reviewed at least once a year;



- 4.1.17.6. 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
- 4.1.17.7. the financial expert may not do anything outside the powers of the Trustees;
- 4.1.18 arrange for investments or other property of BUSU 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;
- 4.1.19 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;
- 4.1.20 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;
- 4.1.21 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to BUSU's objects;
- 4.1.22 subject to the prior minuted approval of University Council, incorporate and transfer all its assets and liabilities to a charitable limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
- 4.1.23 subject to Article 4.2, employ and pay professionals or other advisors;
- 4.1.24 grant pensions and retirement benefits to staff of BUSU and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for staff of BUSU and their dependants;
- 4.1.25 pay out of the funds of BUSU 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 BUSU but excluding:
 - (a) fines imposed in criminal proceedings or sums payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);
 - (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee; and



- (c) liabilities to BUSU that result from conduct that the Trustee knew or ought to have known was not in the best interests of BUSU or in respect of which the person concerned did not care whether that conduct was in the best interests of BUSU or not;

and

4.1.26 do all such other lawful things as shall further BUSU's objects.

4.2. The income and property of BUSU shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to Members of BUSU and no Trustee may receive any remuneration or other benefit in money or money's worth from BUSU except for payment in good faith of:-

4.2.1 any payment made to any beneficiary of BUSU (including a Member) or a Trustee;

4.2.2 reasonable and proper remuneration to any person (not being a Trustee) for any services given to BUSU and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of BUSU;

4.2.3 interest on money lent to BUSU at a reasonable and proper rate;

4.2.4 any reasonable and proper rent for premises let to BUSU;

4.2.5 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;

4.2.6 reasonable and proper out-of-pocket expenses of Trustees;

4.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 4.1.25 of the Articles of Governance;

4.2.8 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 BUSU to act in a professional capacity on its behalf; except that at no time shall a majority of the Members of BUSU 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 payment or that of his or her partner is under discussion; and

4.2.9 reasonable and proper payment to any Sabbatical Trustee to be made by BUSU from time to time but:

- 4.2.9.1. only if the procedure described in Article 22 of the Articles of Governance is followed in relation to the Sabbatical Trustees; and



4.2.9.2. provided that this provision may not apply to more than six Sabbatical Trustees in any financial year at any one time; and

4.2.9.3. subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).

4.3. These Articles of Governance may not be altered and/or amended by BUSU without the written approval of University Council and no such alterations shall be valid until such approval has been obtained.

5 Transfer to CLG or CIO and Winding Up

5.1. The following apply to the transfer of BUSU's undertaking to a Company Limited by Guarantee (CLG) or Charitable Incorporated Organisation (CIO) and winding up:

5.1.1 The Trustees pursuant to Article 4.1.22 and subject to the prior minuted approval of University Council can transfer the assets and liabilities of BUSU to a CLG or a CIO where the constitution is as similar as possible to these Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the unincorporated association.

5.1.2 If any property remains after BUSU 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 BUSU. It shall instead be given or transferred to The University of Bath, or if the University has ceased to exist some other charitable institution(s) having similar objects to those of BUSU 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 BUSU. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the Members of BUSU at or before the time of winding up or dissolution.

6 Membership

6.1. The Members of BUSU shall be as follows:

6.1.1 each and every registered student who has not opted out by notifying the University of his or her wish not to be a Member of BUSU; and

6.1.2 the Sabbatical Trustees of BUSU.

6.2. A Member shall automatically cease to be a Member of BUSU when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to the University in accordance with the Bye-Laws and/or when he or she ceases to be a Sabbatical Trustee.

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



- 6.4. The register of members shall comprise those who are at that time registered students of the University with the addition of those who are members by virtue of these Articles and with the exception of any student who has, by notice to the University Secretary and BUSU President, opted out of BUSU membership

7 Associate Members

- 7.1. The Trustees may admit and remove Associate Members.
- 7.2. The following persons may be admitted as Associate Members, as the Trustees think fit:-
- 7.2.1 BUSU staff;
 - 7.2.2 carers of Members, for whom any fee will be waived;
 - 7.2.3 Life Members of BUSU; and
 - 7.2.4 such persons as the Trustees consider to be friends of BUSU.
- 7.3. An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate.
- 7.4. Associate Members shall not be Members of BUSU for the purpose of these Articles and shall not be entitled to vote on any matter, attend BUSU meetings unless invited by the Trustees, hold office or participate in the decision making of any BUSU club or society or to represent the views of BUSU in any way.

8 Honorary Life Members

- 8.1. In accordance with the Bye-Laws, the Board of Trustees may elect and remove Honorary Life Members of BUSU. These shall be such persons as the Board of Trustees considers to be suitable.
- 8.2. Honorary Life Membership shall be subject to such rights and obligations as the Trustees consider appropriate.
- 8.3. Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter, attend BUSU meetings unless invited by the Trustees, hold office or participate in the decision making of any BUSU club or society or to represent the views of BUSU in any way.

9 Student Forum

- 9.1. BUSU shall hold a Student Forum at least twice in each Academic Year.



10 Amendments to the Articles

10.1. The Trustees and the University shall review the Articles of Governance at intervals of not more than five years, with effect from the date that these Articles of Governance come into effect.

10.2. Any vote to amend the Articles of Governance shall require the following:

10.2.1 the approval of a two-thirds majority of the Members of BUSU voting by referendum provided that at least 5% of the total Membership entitled to vote upon the amendments vote on the referendum; and

10.2.2 the approval of University Council.

11 Trustees

11.1. Appointment of Trustees

11.1.1 The charity trustees of BUSU ("the Trustees") shall be made up of the following persons:-

11.1.1.1. Not more than six Sabbatical Trustees appointed in accordance with Article 11.2;

11.1.1.2. Not more than three Independent Trustees appointed in accordance with Article 11.3; and

11.1.1.3. Not more than two Co-Opted Trustees appointed in accordance with Article 11.4, provided that a second Co-Opted Trustee may only be appointed in the event of a Sabbatical Trustee vacancy.

11.1.2 Prior to his or her appointment, each Trustee must sign a declaration confirming that he or she is:

11.1.2.1. willing and legally entitled and able to act as a Trustee of BUSU; and

11.1.2.2. willing to undergo training upon appointment as a Trustee in order to understand the duties and standards that he or she will be required to meet as a charity trustee.

11.1.3 In exercising their powers under Articles 11.3 and 11.4, the Trustees shall have regard to recommendations made by the Nominations Committee constituted under the Bye-Laws.

11.2. Sabbatical Trustees

11.2.1 Up to six Sabbatical Trustees shall be elected by secret ballot by the Members of BUSU at an election held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months, as specified in the Bye-Laws. The term of office may be shorter or longer on a transitional basis



to coincide with the alteration of the year-start or year-end. The Sabbatical Trustees shall be elected to posts set out in the Regulations. At the same time as commencing the term of office as a Trustee, the Sabbatical Trustee will enter into a contract for a term to be determined by these Articles. Sabbatical Trustees will operate under a contract of employment with the University but are accountable directly to the Board of Trustees and to the Members.

11.2.2 Subject to a transitional change in the year of office as set out in Article 11.2.1:

11.2.2.1. Sabbatical Trustees may be re-elected for a maximum further term of twelve months by the Members of BUSU at an election to be held in accordance with the Bye-Laws; and

11.2.2.2. The maximum total term that a Sabbatical Trustee may serve is twenty four months.

11.2.3 Each Sabbatical Trustee must be a Member of BUSU at the time of his or her election.

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

11.2.5 A Sabbatical Trustee shall become a Member of BUSU for a term of one year on the commencement of his or her appointment or re-appointment as Sabbatical Trustee.

11.2.6 The duties of each Sabbatical Trustee shall be as set out in the Regulations.

11.3. **Appointment of Independent Trustees**

11.3.1 The Trustees shall appoint (by a simple majority vote) up to three such persons as they consider suitable (having regard to their skills and experience) to be Independent Trustees. Unless their appointment is terminated in accordance with Articles 18 or 19, Independent Trustees shall remain in office for a term of up to three years calculated from the date of appointment.

11.3.2 If feasible the appointment of Independent Trustees should be timed so that the commencement of post coincides with the commencement of post for Sabbatical Trustees.

11.3.3 The Board shall plan the timing of recruitment of Independent Trustees to ensure the retention of experienced Independent Trustees on the Board at any time. The periods in post of the three Independent Trustees should overlap and therefore a rolling style of Independent Trustees recruitment is used over a 3 year cycle so that a single vacancy occurs annually rather than several Independent Trustees completing periods of office simultaneously.



11.3.4 At the end of their term of office Independent Trustees shall be eligible for reappointment by a simple majority of the Trustees for further terms of up to 3 years, but shall not be eligible for reappointment once they have served a maximum aggregate term of 6 years.

11.4. Appointment of Co-Opted Trustees

11.4.1 The Board of Trustees may by a simple majority vote co-opt such persons as they consider suitable to be Co-Opted Trustees. Unless their appointment is terminated in accordance with Articles 18 or 19, Co-Opted Trustees shall remain in office for a term of 1 year calculated from the date of appointment..

11.4.2 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 of 1 year, but shall not be eligible for reappointment thereafter if they have served a maximum total term of 2 years.

11.5. No member of BUSU staff may be appointed as an Independent Trustee or a Co-opted Trustee

11.6. Powers and Duties of the Board of Trustees

11.6.1 The Board shall be responsible for overseeing the management and administration of BUSU and (subject to the Education Act, these Articles of Governance and the Bye-Laws) may exercise all the powers of BUSU. No alteration of these Articles of Governance or the 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 use all the powers of the Trustees.

11.6.2 The Board's powers under Article 11.6.1 shall include but not be limited to ultimate responsibility within BUSU for:-

11.6.2.1. the governance of BUSU;

11.6.2.2. the budget of BUSU; and

11.6.2.3. setting the strategy and direction of BUSU.

11.6.3 Policy set by Referenda is subject to the authority of the Board on the following grounds only:

11.6.3.1. financial considerations; and

11.6.3.2. charity law or other legal requirements (including ultra vires).

11.6.3.3. reputational requirements.



- 11.6.4 The Board shall provide the Student Forums with a regular update of its meetings and decisions (and at least two such updates a year) either orally or in writing.
- 11.6.5 The Board shall recognise such student activity and support groups as meet the requirements and rules outlined in the Bye-Laws and Regulations and as do not contravene BUSU's charitable objects.
- 11.6.6 The Trustees may appoint any person to be the agent of BUSU for such purposes and on such conditions as they determine.
- 11.6.7 No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified from acting.

11.7. Bye-Laws

- 11.7.1 The Trustees shall have the power from time to time to make, repeal or alter Bye-Laws as to: the management of BUSU and its affairs; the financial procedures of BUSU; the conduct of business by the Trustees, the Board of Trustees, any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall:
 - 11.7.1.1. not be inconsistent with the Articles of Governance;
 - 11.7.1.2. be subject to the approval of the Vice Chancellor on the advice of the University Secretary.

11.8. Regulations

- 11.8.1 The Trustees shall have power from time to time to make, repeal or amend regulations provided that such regulations shall not be inconsistent with these Articles of Governance or the Bye-Laws.

11.9. Delegation of Trustees' Powers

- 11.9.1 The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:-
 - 11.9.1.1. the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);and
 - 11.9.1.2. the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and



11.9.1.3. the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and

11.9.1.4. all delegations shall be revocable at any time; and

11.9.1.5. the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

11.9.2 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).

12 BUSU Chief Executive

12.1. There shall be a permanent BUSU Chief Executive who shall be appointed to the staff of the University jointly by the University and BUSU.

12.2. The Chief Executive shall be responsible to the Board of Trustees and shall carry out such duties as may be prescribed by them, provided that the Chief Executive shall not be required to carry out any action contrary to the provisions of the Charter, Statutes, Ordinances and Regulations of the University or BUSU's Articles of Governance, Bye-Laws or Regulations

12.3. The Chief Executive shall direct the work of the other permanent staff of BUSU who shall be responsible to the Chief Executive.

12.4. The Chief Executive shall be responsible for the financial management and control of the income and expenditure of BUSU

12.5. Removal or dismissal

12.5.1 The Board of Trustees has the right to request the University to initiate capability or disciplinary procedures against the Chief Executive

12.5.2 The Chief Executive of BUSU is subject to the University's normal rules and regulations and conditions of employment and may be dismissed or removed in line with those rules and conditions.

13 Finance Committee

13.1. The Trustees shall establish a Finance Committee.

13.2. The Finance Committee shall be made up of the following persons:

13.2.1 the Senior Treasurer;



13.2.2 the President and the Sabbatical Trustee with prime responsibility for BUSU finances; and

13.2.3 two of the Independent Trustees.

13.3. The Chief Executive of BUSU and the Finance Manager will attend and speak (but not vote) at meetings of the Finance Committee.

13.4. The Finance Committee may invite any person they feel will contribute to the meeting including other BUSU staff, who may attend and speak (but not vote) at meetings of the Finance Committee.

13.5. Subject to Article 11.9, the Trustees may delegate all financial matters to the Finance Committee, including:

13.5.1 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 the Finance Committee shall not incur expenditure on behalf of BUSU except in accordance with a budget which has been approved by the Trustees.

14 Expenses of Trustees

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

15 Trustee Chair and Honorary Officers

15.1. The SU President shall act as Trustee Chair.

15.2. The Board of Trustees may at any time remove the Trustee Chair from the office of Trustee Chair. In these circumstances, the Board of Trustees will appoint one of the remaining Sabbatical Trustees to act as Trustee Chair for the remainder of the Sabbatical year.

15.3. The Trustees may appoint a Vice-Chair of the Trustees, who shall normally be a Sabbatical Trustee, and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

16 Senior Treasurer

16.1. The University shall appoint a Senior Treasurer and may at any time remove him or her from office.

16.2. The Senior Treasurer shall be responsible for the following:

16.2.1 attending the Finance Committee; and

16.2.2 reporting on decisions to the University.



17 Proceedings of Trustees

- 17.1. Subject to the provisions of these Articles of Governance and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
- 17.2. The Trustees shall hold a minimum of four meetings in any Academic Year.
- 17.3. The quorum for the transaction of business of the Trustees shall be half of the Trustees and such quorum must include a majority of Sabbatical Trustees.

18 Disqualification and resignation of Trustees

- 18.1. The office of a Trustee shall be vacated if:-
- 18.1.1 he or she becomes prohibited by law from being a charity trustee;
 - 18.1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 18.1.3 he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result BUSU is put at risk;
 - 18.1.4 in the case of a Sabbatical Trustee, he or she resigns his or her sabbatical position by notice to the Board of Trustees;
 - 18.1.5 in the case of an Independent or Co-Opted Trustee, a letter of resignation is submitted to the Board of Trustees; or
 - 18.1.6 in the case of a Sabbatical Trustee he or she is expelled as a student for disciplinary reasons or ceases to be an employee of the University
 - 18.1.7 he or she is removed from office under Article 19

19 Removal of Trustees

- 19.1. The Office of a Sabbatical Trustee shall be vacated if:-
- 19.1.1 He or she is removed as Trustee by a Resolution of the Trustees for failing to act in the best interests of BUSU. Such a Resolution will be passed by a two thirds majority of all the Trustees. The Trustee concerned shall not vote on this Resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have; or
 - 19.1.2 A secure petition for a motion of no confidence in the Sabbatical Trustee is signed by at least 2.5% of the members of BUSU and the motion of no confidence is passed by a two thirds majority of members provided that 10% or more of the total membership votes to remove the Trustee.



19.1.3 Subject to Article 20 a Sabbatical Trustee removed under Articles 18, 19.1.1 or 19.1.2 shall be removed both from his or her remunerated Sabbatical position within BUSU and as a Trustee of BUSU.

19.2. Removal of Independent or Co-Opted Trustees:-

The Office of a Co-Opted or Independent Trustee shall be vacated if:-

19.2.1 He or she is removed as Trustee by a Resolution of the Trustees for failing to act in the best interests of BUSU. Such a Resolution will be passed by a two thirds majority of all the Trustees. The Trustee concerned shall not vote on this Resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have; or

19.2.2 A secure petition for a motion of no confidence in the Co-Opted or Independent Trustee is signed by at least 2.5% of the members of BUSU and the motion of no confidence is passed by a two thirds majority of members provided that 10% or more of the total membership votes to remove the Trustee.

20 Rights of Removed Trustee

20.1. A resolution to remove a Trustee in accordance with Article 19.1.1 and 19.2.1 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.

20.2. A Trustee removed from office in accordance with Article 19.1.1 and 19.2.1 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The selection of the members of the Appeals Panel and its procedures shall be as set out in the Bye-Laws.

21 Replacement of Trustees

21.1. If a Sabbatical Trustee retires, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, BUSU may hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Bye-Laws of BUSU.

21.2. If a Sabbatical Trustee retires, is disqualified or is removed from office at any other time during their term of office, the Board of Trustees may co-opt a person to the Board of Trustees for the remainder of that term of office in accordance with Article 11.4. The Co-Opted Trustee will act solely as a Trustee and shall not be required to assume any other responsibilities of the Sabbatical Trustee.

21.3. If an Independent Trustee retires, is disqualified or removed from office, the Trustees may at any time appoint a replacement in accordance with Article 11.3.



22 Conflicts of Interest

22.1. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation, other than the University, whose interests are reasonably likely to conflict with those of BUSU in relation to a matter to be discussed at a meeting, he or she:

22.1.1 must declare an interest before discussion begins on the matter;

22.1.2 must withdraw from that part of the meeting unless expressly invited to remain;

22.1.3 will be counted in the quorum even where they have a personal interest in a matter that is to be discussed; and

22.1.4 must, in the case of personal interests withdraw during the vote and have no vote on the matter.

22.2. In particular, Article 22.1 shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee and their remuneration.

23 Referendum

23.1. All Members of BUSU shall be entitled to vote in referenda called in accordance with the Bye-Laws to be determined by the Board of Trustees.

23.2. Referenda may be called to determine the following:

23.2.1 In accordance with Article 10.2.1, to agree changes to the Articles of Governance; and

23.2.2 In accordance with Article 19.1.2 or Article 19.2.2, to pass a motion of no confidence in a Trustee.

23.2.3 To question BUSU's continued affiliation to any particular organisation

23.3. BUSU shall hold referenda for the purposes of agreeing Policy subject to quorum provisions set out in the Bye-Laws.

23.4. Referenda can be called on any issue by the following:

23.4.1 A simple majority of the Trustee Board; or

23.4.2 By any Member via a secure petition signed by 2.5% of the Membership; or

23.4.3 In the case of a question of continued affiliation to any particular organisation, if the Board of Trustees receives a secure petition signed by 5% of the Membership



24 Sub-groups

- 24.1. There shall be a number of sub-groups to address and direct the different activities of BUSU or to address the needs of specific student communities. For illustration only, this might include academic issues and policy, student support, student media, student activities (sports, societies and community volunteering) and/or postgraduate students, international students etc.
- 24.2. The Board of Trustees shall review the range of sub-groups annually and/or as proposals for changes are submitted.
- 24.3. Sub-groups shall be recognised by the Board of Trustees and resourced on the basis of an annual plan stating the remit of the sub-group, its aims and anticipated outcomes, budget and resources needed. Each sub-group will then have delegated authority to deliver that plan and make all decisions within its remit to do that.
- 24.4. Sub-groups shall have the following powers and responsibilities:
- 24.4.1 To plan and execute an aspect of BUSU's services, activities and provision as agreed by the Board of Trustees.
 - 24.4.2 To deploy resources as agreed and allocated to the sub-group by the Board of Trustees
 - 24.4.3 To produce an annual evaluation and plan for Board of Trustees' approval. This will report and review results and outcomes of previous activities and outline plans, goals, intended outcomes and resources needed for the next year.
 - 24.4.4 Once the plan is agreed the sub-groups shall be free to make all decisions within the scope of the agreed plan to achieve the stated goals and outputs. This includes working methods and involvement of BUSU staff (subject to approval through the management structure), student volunteers and officers. This shall also include the ability to establish further sub-structures, campaign groups, working groups, project teams etc as deemed useful to goal achievement.
 - 24.4.5 To produce short written reports for each Board of Trustees' meeting stating progress against the agreed plan and any significant actual or anticipated variations in expenditure.

25 General

25.1. Minutes

- 25.1.1 The Trustees shall keep minutes of all proceedings at Student Forums of BUSU and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The minutes of these meetings will be available to Members. Decisions should also be summarised in the Trustees' reports to Student Forums.



25.2. Accounts and Reports

25.2.1 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 and the audit or examinations of accounts.

26 Notices

26.1. 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.

26.2. BUSU 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 that address, or by facsimile or by electronic means to his or her address or by posting it on the BUSU website.

26.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted 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, 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 BUSU's website at the expiration of 48 hours after it was posted.

27 Disciplinary Procedure

27.1. The Trustees shall prepare and implement a disciplinary procedure, details of which shall be contained in the Bye-Laws and Regulations.

27.2. All Members of BUSU and all Trustees shall be subject to the disciplinary procedure, particularly when on premises administered or events organised by BUSU.

27.3. The disciplinary procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of BUSU

28 Indemnity

28.1. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer of BUSU may be indemnified out of the assets of BUSU against any liability incurred by him or her in defending any proceedings, 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 BUSU, 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.



29 Trustees' Indemnity Insurance

29.1. The Trustees shall have power to resolve pursuant to Article 4.1.25 to effect Trustees' indemnity insurance, despite their interest in such policy.