

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 the Union in a business like manner to ensure that BUSU complies with charity law and other legal requirements. Members enjoy the right to elect and dismiss 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 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"	these Articles of Governance of BUSU;
3 "Board of Trustees"	the Board of the Trustees;
4 "BUSU"	The University of Bath Students' Union;
5 "Bye-Laws"	the Bye-laws made from time to time in accordance with Article xx¹ ;
6 "clear days"	in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
7 "Code of Practice"	the Code of Practice relating to the obligations of The University of Bath under section 22 Education Act 1994;
8 "Education Act"	the Education Act 1994;
9 "Chief Executive"	the Chief Executive of BUSU;
10 "General Meeting"	a meeting of students called to discuss, but not determine policy on, cross campus issues and receive Trustee reports
11 "Independent Trustees"	a Trustee appointed in accordance with Articles xx who for the avoidance of doubt shall not be deemed to be either a major BUSU office holder or a sabbatical BUSU office holder

¹ Yellow highlights indicate areas that need checking for cross reference purposes

12	“in writing”	for the purposes of section 22 of the Education Act means written, printed or transmitted writing including by electronic communication;
13	“Members”	Members of BUSU, in accordance with these Articles, being students at The University of Bath and/or Sabbatical Trustees;
14	“Office”	the head office of BUSU;
15	“Quoracy” & “Quorum”	the minimum number of voting Members that need to be present at a meeting for it to be valid. Unless otherwise stated, the quorum for all meetings is more than 50% of the voting Members. For example quoracy for a meeting of 20 Members is 11 voting Members and for a meeting of 11 it is 6 voting Members
16	“Referendum”	a vote that all Members of BUSU are entitled to cast
17	“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;
18	“Sabbatical Trustee”	a Trustee appointed in accordance with Articles xx ; The Sabbatical Trustees shall be deemed to be “major BUSU office holders” for the purposes of section 22 of the Education Act 1994
19	“Secure Petition”	fixed in a pre-arranged place or held securely on-line;
20	“Senior Treasurer”	a University appointee who participates in the Finance Committee of the Union and as part of other committees as requested
21	“Student”	any individual who is formally registered for a credit bearing programme of study provided by The University of Bath;
22	“Trustee” & “Trustees”	the Sabbatical Trustees and the Independent Trustees and any co-opted trustees
23	“Trustee Chair”	the Chair of the Trustees, being the trustee appointed by the Board of Trustees to this office in accordance with these Articles;
24	“University Council”	the governing body of the 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 1994 Education Act
25	“the University”	The University of Bath, as incorporated by the ,,, in ,,,
26	“Year”	a calendar year.

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 providing opportunities for the expression of student opinion and actively representing the interest of students;
 - 3.1.2 acting as a channel of communication in dealing with The University of Bath and other external bodies;
 - 3.1.3 promoting the welfare of students at The University of Bath;
 - 3.1.4 facilitating the social, recreational, political and educational interests of its Membership, through providing services and support for its Members; and
 - 3.1.5 working with other students' unions and affiliated bodies.

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;
 - 4.1.4 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:
 - 4.1.4.1. write, make, commission, print, publish or distribute materials, or assist in these activities;
 - 4.1.4.2. promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - 4.1.4.3. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;

- 4.1.5 provide or appoint others to provide guidance, representation and advocacy;
- 4.1.6 purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 4.1.7 sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law);
- 4.1.8 borrow and raise money on such terms and security as BUSU may think suitable (subject to any consent required by law);
- 4.1.9 raise funds and invite and receive contributions from any person(s) provided that BUSU shall not undertake any taxable trading activities in raising funds;
- 4.1.10 trade in the course of carrying out any of its objects;
- 4.1.11 incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 4.1.12 set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 4.1.13 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.1.14 invest and deal with BUSU's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.1.15 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - 4.1.15.1. the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.1.15.2. every transaction is reported promptly to the Trustees;
 - 4.1.15.3. the performance of the investment is reviewed regularly by the Trustees;
 - 4.1.15.4. the Trustees are entitled to cancel the delegation at any time;
 - 4.1.15.5. the investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.1.15.6. 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
 - 4.1.15.7. the financial expert may not do anything outside the powers of the Trustees;
- 4.1.16 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;

- 4.1.17 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;
 - 4.1.18 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;
 - 4.1.19 purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to BUSU's objects;
 - 4.1.20 subject to the prior approval of University Council incorporate and transfer all its assets and liabilities to a limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
 - 4.1.21 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 provided that no such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not provided also that such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as directors of BUSU; and
 - 4.1.22 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 except for payment in good faith of:-
- 4.2.1 any payment made to any beneficiary of BUSU (including a Member);
 - 4.2.2 reasonable and proper remuneration to any person 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 in accordance with **Article xx** 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 Trustee 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 remunerated by BUSU from time to time but:

4.2.9.1. only if the procedure described in **Article xx** 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 (such approval not to be unreasonably withheld or delayed) 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 applies 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 xx** and prior 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. Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the officers and staff of BUSU, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the University Secretary shall receive a copy of the written permission concerned and the information concerned.

6.4. A Member shall cease to be a Member:-

6.4.1 if he or she opts out in accordance with **Article xx**;

6.4.2 automatically on ceasing to be a student.

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 ordinary Members, for whom any fee will be waived

7.2.3 past Life Members of BUSU;

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 Union 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 the Union in any way..

8 Honorary Life Members

8.1. In accordance with **Article xx** and 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 Members may use the facilities of the Union and all benefits and privileges of Members besides those described in **Article xx**,

8.3. Such Honorary Life Members shall not be Members for the purposes of the Articles and shall not be entitled to vote on any matter, attend Union 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 the Union in any way.

9 General Meetings

9.1. BUSU shall hold a General Meeting 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 every 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;

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. The six Sabbatical Trustees appointed in accordance with **Articles xx**;

11.1.1.2. Not more than three Independent Trustees appointed in accordance with **Articles xx**;

11.1.1.3. Up to 1 further co-opted Trustee (and 1 further co-option only 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 understands the duties imposed on charity trustees and is willing and legally entitled and able to act as a Trustee of BUSU.

11.2. Sabbatical Trustees

11.2.1 Six Sabbatical Officers 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.

11.2.2 The six Sabbatical Officers will become the 6 Sabbatical Trustees of the Union subject to Article 11.1.2. The status of Sabbatical Trustees is dependent upon being a Sabbatical Officer and meeting the requirements of that role.

11.2.3 The Sabbatical Trustees shall be deemed to be "major BUSU office holders" for the purposes of section 22 of the Education Act 1994.

11.3. Appointment of Independent Trustees

11.3.1 The Trustees shall co-opt (by a simple majority of those present and voting) up to three such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Independent Trustees. Unless their appointment is terminated in accordance with **Article xx**, Independent Trustees shall remain in office for terms 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 those Trustees present and voting 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.
- 11.3.5 The Board of Trustees may co-opt a further Trustee for a period of 1 year by a simple majority of all Trustees present and voting.
- 11.3.6 In exercising their powers under **Articles xx** the Trustees shall have regard to recommendations made by an Appointments Committee constituted under the Bye-Laws.

11.4. Powers and Duties of the Board of Trustees

- 11.4.1 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.
- 11.4.2 The Board's powers under **Article xx** shall include but not be limited to ultimate responsibility for:-
- 11.4.2.1. the governance of BUSU;
 - 11.4.2.2. the budget of BUSU; and
 - 11.4.2.3. setting the strategy and direction of BUSU.
- 11.4.3 Decisions not made by the Board are subject to the authority of the Board on the following grounds only:
- 11.4.3.1. financial considerations;
 - 11.4.3.2. charity law or other legal requirements (including ultra vires); and
 - 11.4.3.3. reputational requirements;
- 11.4.4 The Board shall provide the General Meetings with a regular update of its meetings and decisions (and at least two such updates a year) either orally or in writing.

11.4.5 The Board shall recognise such student activity groups as meet the requirements and rules outlined in the Bye-Laws and as do not contravene BUSU's charitable objects.

11.4.6 The Trustees may appoint any person to be the agent of BUSU for such purposes and on such conditions as they determine.

11.4.7 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.

11.5. Bye-Laws

11.5.1 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:

11.5.1.1. not be inconsistent with the Articles of Governance;

11.5.1.2. be subject to consultation with the member of the Senior Management Team of the University primarily responsible for liaison with BUSU, or his or her designated representative, who will have a right of veto in relation to the University's responsibilities under the Education Act. This right of veto shall include guidance and strategy documents affected by the Education Act.

11.6. Delegation of Trustees' Powers

11.6.1 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:-

11.6.1.1. 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

11.6.1.2. 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

11.6.1.3. 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

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

11.6.1.5. 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.

11.6.2 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 inconsistent with any regulations made by the Trustees).

11.7. Quoracy for the Board of Trustees meetings is more than half the voting Members, so long as the Sabbatical Trustees are not a minority of the voting Members present.

12 Finance Committee

12.1. The Trustees shall establish a Finance Committee.

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

12.2.1 the Senior Treasurer

12.2.2 the President and the Sabbatical Trustee with prime responsibility for Union finances;
and

12.2.3 Two of the Independent Trustees.

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

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

12.5. Subject to **Article xx**, the Trustees may delegate all financial matters to the Finance Committee, including:

12.5.1 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.

13 Expenses of Trustees

13.1. 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.

14 Chair of Trustees and Honorary Officers

14.1. The Board of Trustees shall appoint one of their number to be the Chair of the Trustee Board for a period of twelve months from whenever a vacancy arises.

14.2. The Board of Trustees may at any time remove the Trustee Chair from the office of Trustee Chair.

14.3. The Trustees may appoint a Vice-Chair of the Trustees and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

15 Senior Treasurer

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

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

15.2.1 attending the Finance Committee

15.2.2 reporting on decisions to the University

16 Proceedings of Trustees

16.1. Subject to the provisions of these Articles of Governance and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

16.2. The Trustees shall hold a minimum of four meetings in any Academic Year.

17 Disqualification and resignation of Trustees

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

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

17.1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

17.1.3 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;

17.1.4 in the case of a Sabbatical Trustee he or she resigns his or her sabbatical position by notice to the Board of Trustees

17.1.5 in the case of an Independent or Co-opted Trustee a letter of resignation is submitted to the Board of Trustees

17.1.6 he or she is absent from two consecutive meetings of the Trustees without good cause.

17.1.7 he or she is removed from office under **Articles xx.**

18 Removal of Trustees

18.1. The office of a Trustee shall be vacated if:

18.1.1 he or she is removed as a Trustee by a resolution of those Trustees present and voting for failing to act in the best interests of BUSU in accordance with the Bye-laws. Such a resolution will be passed by a two-thirds majority of all the Trustees (not just those present at the meeting). 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.

18.1.1.1. In the case of Sabbatical Trustees, this will not have the effect of terminating their term as a Sabbatical Officer, which can only be ended by a vote of no confidence by a Members' referendum

19 Replacement of Trustees

- 19.1. 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.
- 19.2. If a Sabbatical Trustee retires or is removed from office at any other time during their term of office, the Board of Trustees may co-opt an ordinary Member to the Board of Trustees for the remainder of that term of office. The co-opted Member will act solely as a Trustee and not in the capacity of a Sabbatical Officer.
- 19.3. If an Independent Trustee resigns or retires the Appointments Committee is responsible for finding a replacement

20 Conflicts of Interest

- 20.1. 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 must:
- 20.1.1 declare an interest before discussion begins on the matter;
- 20.1.2 withdraw from that part of the meeting unless expressly invited to remain;
- 20.1.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
- 20.1.4 in the case of personal interests withdraw during the vote and have no vote on the matter.
- 20.1.5 in particular **Articles xx** shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be paid by BUSU as an employee of BUSU.

21 Referendum

- 21.1. All Members of BUSU shall be entitled to vote in referenda called in accordance with the Rules to be determined by the Board of Trustees
- 21.2. Referenda may be called to determine the following:
- 21.2.1 In accordance with **Article xx**, to agree changes to the Articles of Governance, a quorum of **5%** of Members will be required to validate the referendum and a two-thirds majority of those voting will be required for the changes to be approved.
- 21.2.2 In accordance with **Article xx**, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of **10%** of Members will be required to validate the referendum and a majority of two thirds will be required for the motion to be approved.

21.2.3 In accordance with **Articles xx**, to agree policy referred to referendum by the Trustee Board or secure petition, a quorum of **5%** of Members will be required to validate the referendum and simple majority of those Members voting.

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

21.3.1 A simple majority of the Trustee Board;

21.3.2 By any Member via a secure petition signed by **2.5%** of the Membership.

22 Sabbatical officers

22.1.1 At the same time as commencing the term of office the Sabbatical Officer will enter into a contract of employment as a Sabbatical Officer with BUSU .

22.1.2 Sabbatical Officers 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;

22.1.3 The maximum total term that a Sabbatical Officer may serve is twenty four months

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

22.1.5 Sabbatical Officers shall then be appointed as Trustees subject to the process and conditions as described in **Articles 11.2.1**

22.1.6 A Sabbatical Officer 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 Officer.

22.1.7 The duties and payment of each Sabbatical Officers shall be as set out in the Bye-Laws (as amended from time to time).

23 Removal of Sabbatical Officers

23.1.1 A secure petition for a motion of no confidence in the Sabbatical Officer is signed by at least **2.5%** of the Members of BUSU and the motion of no confidence is passed by referendum requiring a simple two-thirds majority of Members voting on the motion, provided that **10%** or more of the total Membership votes to remove the Sabbatical from office; or

23.1.2 Subject to **Articles xx**, a Sabbatical Officer removed under **Article xx** shall be removed both from his or her remunerated sabbatical position within BUSU and as a Trustee of BUSU.

24 Sub-groups

24.1. There shall be a number of sub-groups to address and direct the different activities of the Union 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 the Union'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 Union 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 General Meetings 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 General Meetings.

25.2. Accounts and Reports

25.2.1 The Trustees shall comply with the requirements 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.

27 Disciplinary Procedure

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

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. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of BUSU shall 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 to effect Trustees' indemnity insurance, despite their interest in such policy.