

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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**Articles of Association**

**of**

London School of Economics Students' Union

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of London School of Economics Students' Union**

##### **BACKGROUND**

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

## **PART 1**

### **KEY CONSTITUTIONAL PROVISIONS**

#### **1. Definitions and Interpretation**

The meanings of any defined terms used in these Articles are set out in Article 58. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Chair of the Board of Trustees.

#### **2. Objects**

The objects of the Union are the advancement of education of Students at the LSE for the public benefit by:

- 2.1 promoting the interests and welfare of Students at the LSE during their course of study and representing, supporting and advising Students;
- 2.2 being the recognised representative channel between Students and the LSE and any other external bodies; and
- 2.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of Students.

#### **3. Powers**

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

- 3.1 provide services and facilities for Students;
- 3.2 establish, support, promote and operate a network of student activities for Students;
- 3.3 support any RAG or similar fundraising activities 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;
- 3.4 alone or with other organisations:
  - 3.4.1 carry out campaigning activities;
  - 3.4.2 seek to influence public opinion; and
  - 3.4.3 make representations to and seek to influence governmental and other bodies and institutions,  
  
regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;
- 3.5 provide or procure the provision of advice, counselling and guidance;
- 3.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;

- 3.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.9 provide or appoint others to provide advice, guidance, representation and advocacy;
- 3.10 enter into contracts to provide services to or on behalf of other bodies;
- 3.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.13 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 3.14 undertake and execute charitable trusts;
- 3.15 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.16 pay out of the funds of the Union the costs of forming and registering the Union;
- 3.17 accept (or disclaim) gifts of money and any other property;
- 3.18 raise funds by way of subscription, donation or otherwise;
- 3.19 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.20 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Union must comply as appropriate with the Charities Act 2011);
- 3.21 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.22 make grants or loans of money and give guarantees;
- 3.23 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;
- 3.24 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;

- 3.25 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
  - 3.25.1 the investment policy is set down in writing for the Financial Expert by the Trustees;
  - 3.25.2 every transaction is reported in a timely manner to the Trustees;
  - 3.25.3 the performance of the investments is reviewed regularly by the Trustees;
  - 3.25.4 the Trustees are entitled to cancel the delegation at any time;
  - 3.25.5 the investment policy and the delegation arrangements are reviewed regularly;
  - 3.25.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
  - 3.25.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 3.26 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.27 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.28 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 3.29 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 3.30 incorporate and acquire subsidiary companies to carry on any trade;
- 3.31 subject to Article 4 (Limitation on private benefits):
  - 3.31.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.31.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 3.32 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 3.33 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Union); and

3.34 do all such other lawful things as may further the Union's objects.

**4. Limitation on private benefits**

4.1 The income and property of the Union shall be applied solely towards the promotion of its objects.

***Permitted benefits to Company Law Members, Trustees and Connected persons***

4.2 No part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles 4.3, 4.4 or 4.5.

4.3 No Trustee may:

4.3.1 sell goods, services or any interest in land to the Union;

4.3.2 be employed by, or receive any remuneration from, the Union; or

4.3.3 receive any other financial benefit from the Union;

unless such actions are permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission.

4.4 A Trustee may receive the following benefits from the Union:

4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;

4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;

4.4.3 a Sabbatical Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:

(a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and persons Connected with a Trustee under contracts of employment with the Union;

(b) subject to Article 4.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;

(c) if the person being remunerated is a Trustee the procedure described in Article 44.1 (Conflicts of interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

(d) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 44.1 (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;

- (e) subject to Article 4.6, this provision and Article 4.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and
  - (f) at all times the provisions of the Education Act are complied with;
- 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
  - 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union;
  - 4.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.33; and
  - 4.4.7 a Trustee or other officer of the Union may receive payment under an indemnity from the Union in accordance with the indemnity provisions set out at Article 55;

provided that where benefits are conferred under Article 4.4, Article 44.1 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

### ***Subsidiary Companies***

- 4.5 A Trustee may receive the following benefits from any Subsidiary Company:
  - 4.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Union or of any Subsidiary Company;
  - 4.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;
  - 4.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that, subject to Article 4.6, this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);
  - 4.5.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
  - 4.5.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;



4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and

4.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5 and that Article 44.1 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions (whether by the Board of Trustees or by the relevant Subsidiary Company) regarding that benefit.

4.6 Where a vacancy arises on the Board of Trustees with the result that Articles 4.4.3 and 4.5.3 apply to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any person who is Connected with a Trustee who is receiving remuneration in accordance with Articles 4.4.3 or 4.5.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## 5. **Liability of Company Law Members**

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

5.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member;

5.2 payment of the costs, charges and expenses of winding up; and

5.3 adjustment of the rights of the contributories among themselves.

## 6. **Dissolution**

If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to the LSE, or if the LSE has ceased to exist some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as these Articles impose upon the Union. The institution or institutions which are to benefit if the LSE has ceased to exist shall be chosen by the Members of the Union at or before the time of winding up or dissolution.

## 7. **Reviewing and Amending the Articles**

7.1 The LSE shall be required to review the provisions of these Articles at intervals of not more than five years.

7.2 Any amendment to the Articles shall require the following:

7.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members, together with a copy of the proposed new Articles, annotated to show the proposed amendments (together, the "**Proposal**");

- 7.2.2 A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;
- 7.2.3 The provision by the Board of Trustees to the LSE of the Proposal (incorporating those of the amendments submitted in accordance with Article 7.2.2 that the Board of Trustees in their absolute discretion have accepted) and the giving by LSE of its written approval to the Proposal, which approval must be received prior to the Proposal being circulated to the Student Members in accordance with Article 7.2.5;
- 7.2.4 The prior written consent of the Charity Commission to the Proposal where the Proposal would constitute a "regulated alteration" for the purposes of section 198 of the Charities Act 2011, which consent must be received from the Charity Commission prior to the Proposal being circulated to the Student Members in accordance with Article 7.2.5;
- 7.2.5 The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article 7.2.2 which the Board of Trustees in their absolute discretion have accepted;
- 7.2.6 A resolution passed at a Student Members' Meeting or in a Referendum by a two thirds majority vote approving the Proposal or the revised Proposal (as the case may be);
- 7.2.7 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article 7.2.6.

## **PART 2**

### **MEMBERS**

#### **8. Members of the Union**

8.1 The Members of the Union shall be as follows:

8.1.1 the Student Members; and

8.1.2 the Company Law Members.

8.2 The Union may also have associate members in accordance with Article 13.

#### ***BECOMING AND CEASING TO BE A STUDENT MEMBER***

#### **9. Student Members**

9.1 The Student Members shall be as follows:

9.1.1 each and every Student who has not opted out by notifying the LSE or the Union of their wish not to be a Student Member shall be deemed to be a Student Member in accordance with section 22 of the Education Act; and

9.1.2 the Sabbatical Officers.

9.2 The names of the Student Members shall be entered in the register of Student Members.

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

10. **Termination of Student Membership**

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

10.1 they cease to be a Student and are not a Sabbatical Officer. For the avoidance of doubt, this will include the situation where a Student Member's Student status with the LSE is revoked by the LSE;

10.2 they cease to be a Sabbatical Officer and are not otherwise a Student Member pursuant to Article 9.1.1;

10.3 they opt out of Student Membership by giving written notice to the LSE or the Union in accordance with the Bye-Laws (and such Student Membership shall terminate on the date specified in the notice, or the date of the notice, whichever is later); or

10.4 a decision is made to remove them as a Student Member in accordance with the Union's code of conduct or disciplinary procedure for Student Members.

***BECOMING AND CEASING TO BE A COMPANY LAW MEMBER***

11. **Trustees as Company Law Members**

11.1 A Trustee shall become a Company Law Member on becoming a Trustee. In agreeing to become a Trustee, each new Trustee is also agreeing to become a Company Law Member.

11.2 The names of the Company Law Members must be entered in the register of Company Law Members.

12. **Termination of Company Law Membership**

12.1 A Company Law Member shall cease to be a Company Law Member automatically when they cease to be a Trustee.

12.2 Company Law Membership is not transferable and shall cease on death.

***ASSOCIATE MEMBERS***

13. **Associate members**

The Trustee Board may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts.

***CODE OF CONDUCT***

14. **Code of Conduct**

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

### ***REFERENDUMS***

#### **15. Referendums**

- 15.1 A Referendum may be called on any issue permitted by law by:
  - 15.1.1 a resolution of the Trustees;
  - 15.1.2 a majority vote of a Student Members' Meeting; or
  - 15.1.3 by Student Members in accordance with the procedures set out in the Bye-Laws.
- 15.2 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.
- 15.3 Subject to Article 29.3, the Student Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set by previous Referendums or by the Student Members at a Student Members' Meeting.

### ***STUDENT MEMBERS' MEETINGS***

#### **16. Student Members' Meetings**

- 16.1 The Union must hold an annual Student Members' Meeting once in each Academic Year which shall be called and held in accordance with the Bye-Laws. The annual Student Members' Meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.
- 16.2 The notice of the annual Student Members' Meeting must state the business to be transacted which shall include (but not be limited to):
  - 16.2.1 ratification of minutes of the previous annual Student Members' Meeting;
  - 16.2.2 receiving the report of the Trustees on the Union's activities since the previous annual Student Members' Meeting;
  - 16.2.3 formally presenting the accounts of the Union to the Student Members;
  - 16.2.4 approving the list of affiliations of the Union; and
  - 16.2.5 open questions to the Trustees by the Student Members.
- 16.3 The Union may hold other Student Members' Meetings in addition to the annual Student Members' Meeting. Such meetings shall be called and held in accordance with the Bye-Laws.

- 16.4 The Student Members' Meeting shall have the authority to:
- 16.4.1 represent the voice of the Students;
  - 16.4.2 subject to Article 29.3, set the Policy of the Union and refer Policy to a Referendum of the Student Members (in accordance with the Bye-Laws);
  - 16.4.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 47;
  - 16.4.4 receive a quarterly report from the Trustees; and
- 16.5 The composition and proceedings of the Student Members' Meeting shall be set out in the Bye-Laws.
- 16.6 For the avoidance of doubt, any Student Members' Meeting held under this Article 16 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

### **COMPANY LAW MEETINGS**

#### **17. Company Law Meetings**

- 17.1 The Trustees may call a Company Law Meeting at any time.
- 17.2 A Company Law Meeting is a general meeting of the Company Law Members held in accordance with the Companies Acts. A Company Law Meeting is likely to be required only where the Union wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a company law resolution will be required to complete the process to amend the Union's Articles of Association in accordance with Article 7.2.7. Student Members that are not Company Law Members do not have the right to participate in and vote at Company Law Meetings.
- 17.3 Company Law Meetings will be called and held in accordance with Articles 56 and 57.

### **COMPANY LAW WRITTEN RESOLUTIONS**

#### **18. Company Law Written Resolutions**

- 18.1 Subject to this Article 18, a Company Law Written Resolution agreed by:
- 18.1.1 Company Law Members representing a simple majority; or
  - 18.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;
- of the eligible Company Law Members shall be effective.
- 18.2 On a Company Law Written Resolution each Company Law Member shall have one vote.
- 18.3 A Company Law Written Resolution is not a special resolution unless it states that it is proposed as a special resolution.

#### ***Circulation***

- 18.4 A copy of the proposed Company Law Written Resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the Company Law Written Resolution must be passed if it is not to lapse.
- 18.5 In relation to a resolution proposed as a Company Law Written Resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the Company Law Written Resolution on the Circulation Date of the Company Law Written Resolution.
- 18.6 The required majority of eligible Company Law Members must signify their agreement to the Company Law Written Resolution within the period of 28 days beginning with the Circulation Date. A Company Law Written Resolution is passed when the required majority of eligible Company Law Members have signified their agreement to it.
- 18.7 Communications in relation to Company Law Written Resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

***Signifying agreement***

- 18.8 A Company Law Member signifies their agreement to a proposed Company Law Written Resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- 18.8.1 identifying the Company Law Written Resolution to which it relates; and
- 18.8.2 indicating the Company Law Member's agreement to the Company Law Written Resolution.
- 18.9 For the purposes of Article 18.8:
- 18.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 18.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Union; or
  - (b) where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.
- 18.10 If the Union gives an electronic address in any document containing or accompanying a Company Law Written Resolution, it will be deemed to have agreed that any document or information relating to that Company Law Written Resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

**PART 3**

**TRUSTEES**

***APPOINTMENT AND RETIREMENT OF TRUSTEES***

19. **Appointment of Trustees**

The Trustees shall be made up of the following persons:

- 19.1 not more than six Sabbatical Trustees, elected in accordance with Article 20;
- 19.2 not more than six Student Trustees, elected in accordance with Article 21; and
- 19.3 not more than four Lay Trustees, appointed in accordance with Article 22.

20. **Sabbatical Trustees and Officers**

- 20.1 Sabbatical Officers shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws.
- 20.2 The Sabbatical Officers from time to time shall be the Sabbatical Trustees. Except where otherwise indicated, references in these Articles to "Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees.
- 20.3 The Sabbatical Officers shall remain in office for a term of one Academic Year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the Academic Year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one Academic Year by the Student Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
- 20.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 9, each Sabbatical Officer shall become a Student Member on commencement of their appointment or re-appointment as a Sabbatical Officer. Such Student Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.
- 20.5 The Sabbatical Officers shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.
- 20.6 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Officer shall be as set out in the Bye-Laws.

21. **Student Trustees**

- 21.1 Subject to Article 21.2 below, Student Trustees shall be elected by secret ballot by the Student Members from such persons as have been nominated by the Appointments Committee at an election to be held in accordance with the Bye-Laws. In making the nominations for Student Trustees, the Appointments Committee shall ensure as far as possible that there is at least one undergraduate and one postgraduate candidate for the post of Student Trustee.
- 21.2 Each Student Trustee must be a Student and Student Member at the time of their election and for the duration of his or her term as a Student Trustee but must not be a Sabbatical Officer at the same time as they are serving as a Student Trustee.

21.3 Student Trustees shall remain in office for a term of two Academic Years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the Academic Year start or end.

21.4 A Student Trustee may serve a maximum of two consecutive or non consecutive terms. For the avoidance of doubt, time served as a Sabbatical Officer shall not count when calculating the maximum term of office for a Student Trustee.

## 22. **Lay Trustees**

22.1 Lay Trustees shall be appointed by a simple majority vote of the Trustees having been recommended by the Appointments Committee.

22.2 Lay Trustees shall remain in office for a term of up to three years commencing in accordance with the Bye-Laws.

22.3 Lay Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive. For the avoidance of doubt, time served as a Student Trustee or as a Sabbatical Officer shall not count when calculating the maximum term of office for a Lay Trustee.

## 23. **Disqualification, Resignation and Removal of Trustees**

The office of a Trustee shall be immediately vacated if:

23.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;

23.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;

23.3 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer and/or an employee of the Union, howsoever their office or employment ceases;

23.4 in the case of a Sabbatical Trustee or a Student Trustee, they cease to be a Student Member for any reason (including without limitation where they are removed from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members);

23.5 they resign by notice in writing to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

23.6 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;

23.7 they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that the Trustee be removed for this reason;

23.8 they cease to be a Company Law Member; or

23.9 they are removed from office under Articles 24, 25 or 26.

## 24. **Removal of Lay Trustees or Student Trustees by the Student Members**



The office of a Lay Trustee or a Student Trustee shall be vacated if a motion of no confidence in that Trustee is passed by a simple majority of the Members voting in a Referendum, provided that at least 4% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 4% of the Student Members.

**25. Removal of Lay Trustees or Student Trustees by the Board**

The office of a Lay Trustee shall be vacated if a resolution to remove that Lay Trustee is passed by a majority of the other Trustees. The office of a Student Trustee shall be vacated if a resolution to remove that Student Trustee is passed by majority of the other Trustees provided that a majority of the Sabbatical Trustees vote in favour of removing the Student Trustee. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 41.

**26. Removal of Sabbatical Officers**

A Sabbatical Officer shall be removed from office if:

- 26.1 they resign or die;
- 26.2 their contract of employment (as referred to at Article 20.6) terminates for any reason;
- 26.3 they are removed from office as a Sabbatical Officer by a motion of no confidence in that Sabbatical Officer passed by a simple majority of the Student Members voting in a Referendum, provided that:
  - 26.3.1 at least 4% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 4% of the Student Members; and
  - 26.3.2 such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice;
- 26.4 they are removed from office as a Sabbatical Officer if a resolution to remove that Sabbatical Officer is passed by a majority of the other Trustees, provided that such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice. For the avoidance of doubt, the Sabbatical Officer concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 41.

**27. Rights of Removed Trustee**

- 27.1 A resolution to remove a Trustee in accordance with Article 23.7, Article 25 or Article 26.4 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 afforded a reasonable opportunity of being heard by or, at the option of the Trustee being removed, of making written representations to the Trustees.

27.2 A Trustee removed from office in accordance with Article 25 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 set out in the Bye-Laws, provided that the LSE shall have the right to appoint a member of any appeal panel so constituted.

**28. Replacement of Trustees**

28.1 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.

28.2 If a Sabbatical Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year the vacancy shall remain until the next elections are held.

28.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be elected to the vacancy in accordance with Article 21.1.

28.4 If a Lay Trustee resigns, is disqualified or is removed from office, a Lay Trustee shall be appointed to the vacancy in accordance with Article 22.1.

***TRUSTEES' POWERS AND RESPONSIBILITIES***

**29. Trustees' general authority**

29.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.

29.2 The Board's powers under Article 29.1 shall include but not be limited to responsibility for:

29.2.1 the governance of the Union;

29.2.2 the budget of the Union; and

29.2.3 the strategy of the Union.

29.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' Meeting or by Referendum which the Trustees consider (in their absolute discretion):

29.3.1 has or may have any adverse financial implications for the Union;

29.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);

29.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or

29.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 29.2.

29.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

29.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:

29.5.1 was not properly appointed;

29.5.2 was disqualified from holding office;

29.5.3 had vacated office; or

29.5.4 was not entitled to vote

### 30. **Trustees may delegate**

30.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

30.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Union to any person or committee.

30.3 Any delegation by the Trustees may be:

30.3.1 by such means;

30.3.2 to such an extent;

30.3.3 in relation to such matters or territories; and

30.3.4 on such terms and conditions

as they think fit.

30.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

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

30.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

### 31. **Committees**

31.1 In the case of delegation to committees:

31.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

31.1.2 subject to Article 31.3, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

31.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee

must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

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

31.2 The Trustees may establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 30 and 31.1:

31.2.1 Executive Committee (as further described in Article 33);

31.2.2 Appointments Committee;

31.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 30 and 31.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

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

## 32. **Delegation of day-to-day management powers to the Chief Executive**

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

32.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

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

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

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

## 33. **The Executive Committee**

33.1 Unless the Trustees determine otherwise, the Executive Committee shall include:

33.1.1 the Sabbatical Officers; and

33.1.2 other Student Members as provided for in the Bye-Laws

33.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 29 but shall include representation and campaigning

work and the implementation of Policy save in so far as these responsibilities have not been delegated by the Trustees to another committee.

33.3 The Chief Executive and the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.

33.4 The Executive Committee shall meet in accordance with the Bye-Laws.

### ***DECISION-MAKING BY TRUSTEES***

#### **34. Trustees to take decisions collectively**

Any decision of the Trustees must either be a majority decision at a meeting or a decision taken in accordance with Article 44 (Decisions without a meeting).

#### **35. Trustees' meetings**

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

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

#### **36. Calling a Trustees' meeting**

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

#### **37. Length of Notice**

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

37.1 all the Trustees agree; or

37.2 urgent circumstances require shorter notice.

#### **38. Contents of Notice**

Every notice calling a Trustees' meeting must specify:

38.1 the place, day and time of the meeting;

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

38.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

#### **39. Service of Notice**

Notice of Trustees' meetings must be given to each Trustee, but need not be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

#### **40. Participation in Trustees' meetings**

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

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

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

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

40.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### 41. **Quorum for Trustees' meetings**

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

41.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than four. Unless otherwise fixed, the quorum shall be four and such quorum must include at least three Sabbatical Trustees and one Lay Trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.

41.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

41.4 If the total number of Lay Trustees for the time being is one and that Lay Trustee, having received notice of the meeting, fails to attend the meeting within 30 minutes of the notified start time for the meeting and, but for their non-attendance, the meeting would otherwise be quorate, then a quorum will be deemed to participating and the meeting can proceed to transact business.

#### 42. **Chair and Deputy Chair**

42.1 A Sabbatical Trustee shall be the Chair of the Trustees, as set out in the Bye-Laws.

42.2 The Trustees must appoint a Lay Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.

42.3 The Chair, or in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

#### 43. **Casting vote**

43.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.

43.2 Article 43.1 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

44. **Decisions without a meeting**

44.1 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

44.2 A decision which is made in accordance with Article 44.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

44.2.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the **Recipient**"), which person may, for the avoidance of doubt, be one of the Trustees;

44.2.2 following receipt of responses from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article;

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

44.2.4 the Recipient must prepare a minute of the decision in accordance with Article 48.

45. **Conflicts of interest**

***Declaration of interests***

45.1 Unless Article 45.2 applies, a Trustee must declare the nature and extent of:

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

45.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to the Union.

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

***Participation in decision-making***

45.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by

a majority decision of the other Trustees taking part in the decision-making process.

45.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, they may participate in the decision-making process and may be counted in the quorum and vote unless:

45.4.1 the decision could result in the Trustee or any person who is Connected with the Trustee receiving a benefit other than:

- (a) any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Union;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.33;
- (c) payment under the indemnity set out at Article 55; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

45.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case the Trustee must comply with Article 45.5.

45.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 45.5, they must:

45.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

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

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

#### ***Continuing duties to the Union***

45.6 Where a Trustee or a person who is Connected with them has a conflict of interest or conflict of duties and the Trustee has complied with their obligations under these Articles in respect of that conflict:

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

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

#### **46. Register of Trustees' interests**

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



## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS**

#### **47. Bye-Laws**

- 47.1 The Members shall have the power from time to time at a Members' meeting to make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles and shall be reported to both the Board of Trustees and the next annual Members' meeting.
- 47.2 The Board of Trustees may make or amend Bye-Laws where, in the reasonable opinion of the Trustees, there is an urgent reason to do so in the interests of the Union and the Student Members as a whole, provided that such Bye-Laws shall not be inconsistent with these Articles and shall be reported to the next annual Student Members' Meeting for formal ratification by the Student Members. Where a decision has been made by the Trustees to make or amend the Bye-Laws in accordance with this Article 47.2, the Trustees shall ensure that the Student Members are notified of the changes within 14 days of the changes having been made, such notice to be given in accordance with Article 48.
- 47.3 The Trustees may make inconsequential amendments to the Bye-Laws provided they do not significantly change the meaning or content of the Bye-Laws.
- 47.4 The Bye-Laws shall not be applied or interpreted in any way that is inconsistent with these Articles.

#### **48. Communications by and to the Union**

##### ***Methods of communication***

- 48.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Union, including without limitation:
- 48.1.1 in Hard Copy Form;
  - 48.1.2 in Electronic Form; or
  - 48.1.3 by making it available on a website.
- 48.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 48.3 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied by making it

available on a website, the Union must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.

- 48.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

***Deemed delivery***

- 48.5 A Company Law Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 48.6 Where any document or information is sent or supplied by the Union to the Company Law Members:

48.6.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

48.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

48.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:

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

- 48.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Failed delivery***

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

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

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

48.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

### ***Exceptions***

- 48.9 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.
- 48.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

### ***Communications to the Union***

- 48.11 The provisions of the Companies Acts shall apply to communications to the Union.

### ***Communications with Student Members***

- 48.12 Notwithstanding anything in this Article 48, the Union may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as the Union thinks fit. In particular (but without limitation) if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via website.
- 48.13 Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

## **49. Secretary**

- 49.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 49.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and
- 49.1.2 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

## **50. Minutes**

- 50.1 The Trustees shall cause minutes to be made:
- 50.1.1 of all appointments of officers made by the Trustees;
- 50.1.2 of all resolutions of the Union and of the Trustees; and
- 50.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the Chair of the Meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Trustee of the Union, be sufficient evidence of the proceedings.

- 50.2 The minutes of the meetings referred to in Article 50.1 above shall normally be considered open and shall be available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices (such copies may be in Electronic Form).

51. **Records and accounts**

- 51.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

51.1.1 annual reports;

51.1.2 annual returns; and

51.1.3 annual statements of account.

- 51.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 51.1.

52. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

53. **Patrons**

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

54. **Exclusion of model articles**

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

***TRUSTEES' INDEMNITY***

55. **Indemnity**

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Union shall be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Union may be indemnified out of the assets of the Union in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Acts.

### ***PROCEDURE FOR COMPANY LAW MEETINGS***

#### **56. Notice of Company Law Meetings**

For the avoidance of doubt, the provisions laid out in Articles 56 and 57 only apply to Company Law Members (i.e. the Trustees) and not Student Members.

- 56.1 The minimum period of notice required to hold a Company Law Meeting is 14 clear days.
- 56.2 A Company Law Meeting may be called by shorter notice if it is so agreed by a majority in number of Company Law Members having a right to attend and vote at the Company Law Meeting, being a majority who together hold not less than 90% of the total voting rights.
- 56.3 The notice must specify the date time and place of the Company Law Meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Company Law Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 57.24. If it is anticipated that Company Law Members participating in the meeting will not be in the same place, the notice must also specify how it is proposed that they should communicate with each other during the meeting.
- 56.4 The notice must be given to all the Company Law Members and to the auditors.
- 56.5 The proceedings at a Company Law Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Union.

#### **57. Proceedings at Company Law Meetings**

##### ***Participation in Company Law Meetings***

- 57.1 Subject to the Articles, Company Law Members participate in a Company Law Meeting when:
  - 57.1.1 the Company Law Meeting has been called and takes place in accordance with the Articles; and
  - 57.1.2 the Company Law Members can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 57.2 In determining whether Company Law Members are participating in a Company Law Meeting, it is irrelevant where any Company Law Member is or how they communicate with each other.

##### ***Quorum***

- 57.3 No business shall be transacted at any Company Law Meeting unless a quorum is present.
- 57.4 A quorum is:
- 57.4.1 50% of the Company Law Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
- 57.4.2 one-tenth of the total Company Law Membership at the time, whichever is the greater.
- 57.5 If:
- 57.5.1 a quorum is not present within half an hour from the time appointed for the meeting; or
- 57.5.2 during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board of Trustees shall determine.
- 57.6 Where a Company Law Meeting is adjourned in accordance with Article 57.5, the Board of Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 57.7 If no quorum is present at a Company Law Meeting reconvened in accordance with Article 57.6 within 15 minutes of the time specified for the start of the meeting the Company Law Members present in person or by proxy at that time shall constitute the quorum for that meeting.

#### ***Chair of Company Law Meeting***

- 57.8 Company Law Meetings shall be chaired by the Chair. If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a person nominated by the Board of Trustees shall chair the meeting.

#### ***Adjournment***

- 57.9 The Company Law Members present in person or by proxy at a Company Law Meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date time and place at which the adjourned Company Law Meeting is to be reconvened unless those details are specified in the resolution.
- 57.10 No business shall be conducted at a reconvened Company Law Meeting unless it could properly have been conducted at the Company Law Meeting had the adjournment not taken place.
- 57.11 If a Company Law Meeting is adjourned by a resolution of the Company Law Members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

#### ***Voting at Company Law Meetings***

- 57.12 Any vote at a Company Law Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 57.12.1 by the person chairing the meeting; or
  - 57.12.2 by at least two Company Law Members present in person or by proxy and having the right to vote at the meeting; or
  - 57.12.3 by a Company Law Member or Company Law Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Company Law Members having the right to vote at the meeting.
- 57.13 The declaration by the person who is chairing the Company Law Meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 57.14 The result of the vote must be recorded in the minutes of the Union but the number or proportion of votes cast need not be recorded.
- 57.15 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the Company Law Meeting.
- 57.16 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 57.17 A poll must be taken as the person who is chairing the Company Law Meeting directs, who may appoint scrutineers (who need not be Company Law Members) and who may fix a time and place for declaring the results of the poll.
- 57.18 The result of the poll shall be deemed to be the resolution of the Company Law Meeting at which the poll is demanded.
- 57.19 A poll demanded on the election of a person to chair a Company Law Meeting or on a question of adjournment must be taken immediately.
- 57.20 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the Company Law Meeting directs.
- 57.21 The poll must be taken within 30 days after it has been demanded.
- 57.22 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 57.23 If a poll is demanded the Company Law Meeting may continue to deal with any other business that may be conducted at the Company Law Meeting.

***Content of proxy notices***

- 57.24 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
- 57.24.1 states the name and address of the Company Law Member appointing the proxy;

- 57.24.2 identifies the person appointed to be that Company Law Member's proxy and the Company Law Meeting in relation to which that person is appointed;
- 57.24.3 is signed by or on behalf of the Company Law Member appointing the proxy, or is authenticated in such manner as the Board of Trustees may determine; and
- 57.24.4 is delivered to the Union in accordance with the Articles and any instructions contained in the notice of the Company Law Meeting to which they relate.
- 57.25 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 57.26 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 57.27 Unless a proxy notice indicates otherwise, it must be treated as:
- 57.27.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the Company Law Meeting; and
- 57.27.2 appointing that person as a proxy in relation to any adjournment of the Company Law Meeting to which it relates as well as the Company Law Meeting itself.

#### ***Delivery of Proxy Notices***

- 57.28 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a Company Law Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Union by or on behalf of that person.
- 57.29 An appointment under a proxy notice may be revoked by delivering to the Union a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 57.30 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the Company Law Meeting or adjourned Company Law Meeting to which it relates.
- 57.31 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### ***Votes of members***

- 57.32 Every Company Law Member, whether an individual or an organisation, shall have one vote.
- 57.33 Any objection to the qualification of any voter must be raised at the Company Law Meeting at which the vote is tendered and the decision of the person who is chairing the Company Law Meeting shall be final.



- 57.34 Any organisation that is a Company Law Members may nominate any person to act as its representative at any Company Law Meeting.
- 57.35 The organisation must give written notice to the Union of the name of its representative. The representative shall not be entitled to represent the organisation at any Company Law Meeting unless the notice has been received by the Union. The representative may continue to represent the organisation until written notice to the contrary is received by the Union.
- 57.36 Any notice given to the Union will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Union shall not be required to consider whether the representative has been properly appointed by the organisation.

### **DEFINITIONS AND INTERPRETATION**

#### **58. Defined terms**

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

<b>Term</b>	<b>Meaning</b>
58.1.1 <b>"Academic Year"</b>	the period between 1 <sup>st</sup> July in one year to 30 <sup>th</sup> June. in the next year determined by the Union as the period during which Students are required to be registered with the LSE;
58.1.2 <b>"address"</b>	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
58.1.3 <b>"Appointments Committee"</b>	the committee set up in accordance with the Bye-Laws;
58.1.4 <b>"Articles"</b>	these articles of association of the Union;
58.1.5 <b>"Board of Trustees" or "Board"</b>	the board of Trustees of the Union;
58.1.6 <b>"Bye-Laws"</b>	the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 47;
58.1.7 <b>"Chair"</b>	the chair of the Board of Trustees, who shall be appointed in accordance with Article 42.1;
58.1.8 <b>"Chair of the Meeting"</b>	in the case of Trustees' meetings means the person chairing the meeting in accordance with Article 42;
58.1.9 <b>"Chief Executive"</b>	the chief executive of the Union who is appointed by the Board of Trustees (by whatever name that person is known);
58.1.10 <b>"Circulation Date"</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
58.1.11 <b>"clear days"</b>	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;
58.1.12	<b>Code of Practice</b>	the code of practice relating to the LSE's obligations under Section 22 of the Education Act;
58.1.13	<b>Companies Acts</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
58.1.14	<b>Company Meeting</b>	<b>Law</b> a general meeting of the Company Law Members for the purposes of the Companies Acts;
58.1.15	<b>Company Members</b>	<b>Law</b> members of the Union for the purposes of the Companies Acts, as defined in Article 11;
58.1.16	<b>Company Written Resolution</b>	<b>Law</b> A written resolution of the Union for the purposes of the Companies Acts, as defined in Section 288 of the Companies Act 2006;
58.1.17	<b>Connected</b>	in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
58.1.18	<b>Deputy Chair</b>	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 42.2;
58.1.19	<b>document</b>	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
58.1.20	<b>Education Act</b>	the Education Act 1994;
58.1.21	<b>Electronic Form and Electronic Means</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
58.1.22	<b>the Executive Committee</b>	the committee including as further described in Article 33;
58.1.23	<b>Financial Expert</b>	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
58.1.24	<b>Hard Copy and Hard Copy Form</b>	have the meanings respectively given to them in the Companies Act 2006;

58.1.25 " <b>Lay Trustee</b> "	a Trustee appointed in accordance with Article 22.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
58.1.26 " <b>LSE</b> "	The London School of Economics and Political Science, a company limited by guarantee with company registration number 70527.
58.1.27 " <b>Members</b> "	the Student Members and the Company Law Members;
58.1.28 " <b>Policy</b> "	representative and campaigning policy set by a Referendum in accordance with Article 15 or by the Student Members at a Student Members' Meeting;
58.1.29 " <b>Public Holiday</b> "	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;
58.1.30 " <b>RAG</b> "	the raise and give society which develops Students by providing them with an opportunity to raise funds for charitable causes;
58.1.31 " <b>Referendum</b> "	a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
58.1.32 " <b>Sabbatical Officers</b> "	the individuals elected in accordance with Article 20 (each of whom is a "major union office holder" for the purposes of section 22 of the Education Act);
58.1.33 " <b>Sabbatical Trustee</b> "	a Trustee elected in accordance with Article 20 or Article 28.1;
58.1.34 " <b>Secure Petition</b> "	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
58.1.35 " <b>Student</b> "	any individual who is formally registered for an approved programme of study provided by the LSE. For the avoidance of doubt, the LSE shall determine whether or not an individual has Student status;
58.1.36 " <b>Student Members' Meeting</b> "	A meeting open to all Student Members to attend.
58.1.37 " <b>Student Members</b> "	student members of the Union as further defined in Article 9.1 and " <b>Student Membership</b> " shall be construed accordingly;
58.1.38 " <b>Student Trustee</b> "	a Trustee elected in accordance with Article 21.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of

	the Education Act;
58.1.39 <b>“Subsidiary Company”</b>	any company in which the Union 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;
58.1.40 <b>“Trustees”</b>	the directors of the Union as defined in Article 19;
58.1.41 <b>“Union”</b>	London School of Economics Students’ Union;
58.1.42 <b>“writing”</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise; and

58.2 Words importing the singular shall include the plural and vice versa.

58.3 Subject to Article 58.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

58.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.