

ARTICLES OF ASSOCIATION

**National Union of Students
(United Kingdom)**



8015198



national union of students

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
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National Union of Students (United Kingdom)

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The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of National Union of Students (United Kingdom)

The National Union

- 1 The National Union shall be a company in the name of "The National Union of Students of the United Kingdom" (here after called "the National Union").
2. The National Union shall be a confederal association of Students' Unions, students' associations, guilds, junior common rooms and representative councils of Students involved in post-sixteen education and training in the United Kingdom

Mission

- 3 The National Union's mission shall be to:
 - 3.1 promote, defend and extend the rights of Students; and
 - 3.2 develop and champion strong Students' Unions.

Objects

- 4 The primary objects of the National Union are to
 - 4.1 represent Students of the United Kingdom locally, nationally and internationally,
 - 4.2 promote and maintain the educational, social, cultural and general interests of Students,
 - 4.3 arrange services, goods, facilities and other benefits for Members of the National Union, for persons and organisations associated with the National Union, and for other Students and their organisations;
 - 4.4 promote the views of Students on problems in the educational system as a whole;
 - 4.5 promote the interests of Students in economic, social, youth and mature issues which have a direct affect on education or upon the status and welfare of Students within society,
 - 4.6 promote the views of Students upon those issues which have a direct bearing on the education or social rights of students of any country;
 - 4.7 maintain and promote co-operation with students and student organisations of other countries;
 - 4.8 discuss, comment and act upon current affairs which are of interest or importance to Students,
 - 4.9 support causes which, in the opinion of the National Conference, merit the support of Students in general;
 - 4.10 support prospective, current and past Students in seeking gainful employment; and
 - 4.11 act as a channel of communication between Members and external bodies.
5. The secondary objects of the National Union are to
 - 5.1 discuss, act upon and promote awareness of all of its primary objects in their full economic and social context;
 - 5.2 promote its primary objects as an organised student group and in liaison and cooperation with other organised groups in society; and
 - 5.3 do anything helpful to its primary objects.

Equal Opportunities

6. In pursuance of these objects, the National Union will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, creed or gender identity, and will be independent of any party political

organisation or religious body, but positive action in favour of any disadvantaged section of society shall be allowed

No Platform Policy

7. In pursuance of the National Union's objects, any individuals or members of organisations or groups identified by the Democratic Procedures Committee as holding racist or fascist views shall not be allowed to stand for election to any National Union office, or go to, speak or take part in National Union conferences, meetings or any other National Union events, and Officers, Committee Members and Trustees shall not share a public platform with an individual or member of an organisation or group known to hold racist or fascist views. The Democratic Procedures Committee shall develop Rules for the operation of the National Union's "no platform" policy which shall need the approval of the National Conference.
8. In addition, as part of the National Union's no platform policy:
 - 8.1 a person or organisation or group may be subject to the National Union's "no platform" policy from time to time because of a decision of the National Conference;
 - 8.2 a list of the individuals, organisations and groups subject to the National Union's "no platform" policy shall be kept on record by the National Executive Council;
 - 8.3 any Student identified as not being allowed to stand for election at the National Conference as a result of the National Union's "no platform" policy shall be removed from the relevant and any subsequent stages of the election process by the Chief Returning Officer,
 - 8.4 any Constituent Member or member of the National Conference may complain to the Democratic Procedures Committee about the right of a person to be present at the National Conference on the basis that this person is now subject to the "no platform" policy. Such a complaint may be made at any time before or during the National Conference, and the Democratic Procedures Committee shall have the power at its absolute discretion to investigate the complaint and then withdraw the person's right to go to the National Conference where, in the opinion of the Democratic Procedures Committee, that person is now subject to the "no platform" policy;
 - 8.5 Articles 8.2 – 8.4 shall apply to all other conferences and events where the Democratic Procedures Committee shall have the power to exercise its authority in pursuance of the above.
 - 8.6 In proposing the code of conduct the Trustee Board shall implement the principles of "No Platform" at all other conferences and events not governed by the Democratic Procedures Committee.

Powers

9. To further its objects, but not for any ultra vires purpose, the National Union may:
 - 9.1 set up, support, promote and run a network of programmes and activities for Members,
 - 9.2 provide services and facilities directly for Students where suitable,
 - 9.3 alone or with organisations
 - 9.3.1 carry out campaigning activities about the development and carrying out the suitable policies;
 - 9.3.2 seek to influence public opinion, and
 - 9.3.3 make representations to and seek to influence governmental and other bodies and institutions;
 - 9.4 write, make, commission, print, publish or distribute materials on any medium or assist in these activities;

- 9 5 promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 9 6 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results,
- 9 7 provide or appoint others to provide guidance, representation and advocacy;
- 9 8 buy, lease, hire or receive property including land buildings and equipment and equip it for use;
- 9.9 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property;
- 9.10 borrow and raise money on terms and security as the National Union may think suitable (subject to any consent needed by law),
- 9.11 raise funds and invite and receive contributions from any person(s);
- 9 12 trade while carrying out any of its aims and objects,
- 9 13 incorporate companies to carry on any trade,
- 9 14 subject to Article 10 below, employ and pay employees and professionals or other advisors;
- 9.15 subject to Article 10 below, grant pensions and retirement benefits to employees of the National Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the National Union and their dependants;
- 9 16 enter into contracts to provide services to on or on behalf of other bodies,
- 9 17 set up organisations or charities with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member or affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage organisations or charities, subscribe, lend or guarantee money to these charities;
- 9 18 undertake and execute any trusts which may lawfully be undertaken by it,
- 9 19 invest and deal with the National Union's money not immediately needed for its aims and objects in or upon any investments, securities, or property;
- 9.20 delegate the management of investments to a suitably experienced and qualified financial expert provided that:
 - 9 20 1 The investment policy is set down in writing for the financial expert by the Trustees;
 - 9.20 2 Every transaction is reported promptly to the Trustees;
 - 9.20.3 The performance of the investment is looked at regularly by the Trustees;
 - 9.20.4 The Trustees are entitled to cancel the delegation at any time;
 - 9.20.5 The investment policy and the delegation arrangements are looked at least once a year;
 - 9 20.6 All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
 - 9.20 7 The financial expert may not do anything outside the powers of the Trustees, and
 - 9 20.8 The financial expert is an individual who is an authorised person within the meaning of the Financial Services & Markets Act 2000; or a company or firm of high repute which is an authorised or exempt person within the meaning of the Financial Services & Markets Act 2000 except persons exempt solely by virtue of Article 44 and/or Article 45 of the Financial Services & Markets Act 2000 (Exemption) Order 2001,
- 9 21 arrange for investments or other property of the National Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an set up 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 needed;
- 9.22 lend money and give credit to, take security for these loans or credit and guarantee or give security for the performance of contracts by any person or company;
 - 9 23 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange,
 - 9.24 buy or acquire all or any of the property, assets, liabilities and engagements of any organisations or charities with objects similar to the National Union's objects;
 - 9.25 pay out of the funds of the National Union the costs of forming and registering the National Union,
 - 9.26 pay out of the funds of the National Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they maybe guilty in relation to the National Union provided that no such insurance shall extend to any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings; or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising), any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
 - 9.27 form a charity or charities with identical or similar objects to the National Union and transfer to it or tem assets and liabilities of the National Union;
 - 9 27 form a charity or charities with identical or similar objects to the National Union and transfer to it or tem assets and liabilities of the National Union; and
 - 9.28 do all such other lawful things as shall further the National Union's objects

Resources & Assets

- 10. The income and property of the National Union shall be applied solely towards the promotion of its objects set out in these Articles of Association No part of the income and property of the National Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member and no Officer, Committee Member or Trustee may receive any payment or other benefit in money or money's worth from the National Union except for payment in good faith of:
 - 10.1 any reasonable payment to a Member, Officer, Committee Member or Trustee for any goods or services provided by the Member, Officer, Committee Member or Trustee to the National Union under a contract for those goods or services;
 - 10.2 reasonable and proper payment to any person (including a Member and a Trustee) for any services provided to the National Union (including by way of employment and in particular but without limitation the employment of Officer Trustees under Article 73, Full Time Officers under Article 97 and any other full time officers or other officers under Article 100),
 - 10.3 interests on money lent to the National Union at a reasonable and proper rate per annum;
 - 10.4 any reasonable and proper rent for premises let to the National Union;
 - 10 5 fees, payment or other benefits in money or money's worth to any company of which a Trustee or a Member or a member of her immediate family holds one per cent of the capital,
 - 10 6 reasonable and proper out-of-pocket expenses of the Officers, Committee Members and Trustees,

- 10.7 reasonable and proper premiums in respect of indemnity insurance effected in line with Article 9.26 above; and
- 10.8 an Officer, Committee Member or Trustee may receive payment under an indemnity from the National Union in accordance with the indemnity provisions set out at Article 114;

provided that where benefits are conferred under this Article 10, Article 102 (Conflicts of Interest) must be complied with by the Officer, Committee Member or Trustee in relation to any decisions regarding the benefit.

- 11. If any property remains after the National Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall be paid to or distributed among the Constituent Members of the National Union

Membership

- 12. Until and including the Effective Date, the Members of the National Union shall be the subscribers to the Memorandum of Association of the National Union. Thereafter, the Members of the National Union shall be as follows:
 - 12.1 Constituent Members;
 - 12.2 Individual Members;
 - 12.3 Student Organisations in Association, Partner Organisations in Association, Individuals in Association and NUS Areas (together the "Associate Members"), and
 - 12.4 Honorary Members.

The Constituent Members are the Company Law Members of the National Union for the purposes of the Companies Acts. The Individual Members, Associate Members and Honorary Members are not Company Law Members.

- 13. Members' details (other than Individual Members) shall be entered in a register of Members. These details shall include, where relevant, details of the nominated representative which is a Member of the Union on behalf of an unincorporated Constituent Member under Article 15 1

Constituent Members

- 14. Constituent Membership shall be open to:
 - 14.1 any representative organisation, Students' Union, students' association, guild, common room or representative council in the United Kingdom to which all the full-time students in post-sixteen education or a post-sixteen education establishment belong; and
 - 14.2 in the absence of any representative student organisation, any student body of a post-sixteen educational establishment which is approved by the National Conference.
- 15. Applications for Constituent Membership shall be sent to the Democratic Procedures Committee by a method of its determination. The Democratic Procedures Committee shall make investigations and enquiries as it thinks fit, and shall submit the application to the next available meeting of the National Conference or the National Executive Council after the receipt of the application. The National Conference or the National Executive Council may accept or reject the application. If the organisation is accepted into membership by a meeting of the National Executive Council this decision shall need further ratification at the next meeting of the National Conference. Acceptance by the National Conference and the National Executive Council shall need a two thirds majority vote.
 - 15.1 An organisation admitted to Constituent Membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the National Union in writing of the name of its nominated representative and

may, subject to the right of the National Conference or the National Executive Council to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Union. The membership rights may be exercised by the nominated representative or by the organisation which she represents

- 15.2 An organisation admitted to Constituent Membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Union. Evidence of the appointment of the representative must be provided in the form of:
- 15.2.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member,
 - 15.2.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed, or
 - 15.2.3 such other form as the Democratic Procedures Committee may reasonably require
- 15.3 A person authorised under Article 15.2 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.
- 15.4 Subject to Article 15.1, Constituent Membership is not transferable.

Individual Members

- 16 Individual Membership, which is defined for the purposes of determining eligibility for candidacy for elections, is automatically conferred upon:
- 16.1 The Students of a Constituent Member aged 16 or over;
 - 16.2 The Committee Members and members of the National Executive Council,
 - 16.3 The sabbatical officers of Constituent Members; and
 - 16.4 The sabbatical convenors of NUS Area Organisations.

Associate Members

- 17 Associate Membership shall be open to
- 17.1 national student organisations having a substantial student membership uniting students for any purpose, known as "Student Organisations in Association";
 - 17.2 non-student organisations who have general sympathy with the National Union, or who have particular areas of common interest with the National Union, known as "Partner Organisations in Association";
 - 17.3 individuals interested in and supporting the objects of the National Union, known as "Individuals in Association"; and
 - 17.4 voluntary associations of students' unions defined geographically and recognised by the National Executive Council under the Rules, known as "NUS Areas".
18. Applications to become an Associate Member shall be made to the National Executive Council by a method of its determination and may be accepted or rejected by a two thirds' majority vote of the National Executive Council. The National Conference shall have the right to reverse any such decision

Honorary Members

19. The National Conference may elect to and remove from Honorary Membership of the National Union any person and organisations as it sees fit.

Rights and Obligations of Members

20. Members shall be entitled to receive any privileges and benefits as decided by the Trustee Board from time to time.

21. Only Constituent Members and members of the National Executive Council are entitled to go to and vote at meetings of the National Conference. Constituent Members and members of the National Executive Council are also entitled to submit policy proposals to the National Conference, the Nations, the Liberation Campaigns, the Student Sections and the Zones. For the purposes of submission of proposals and participation in the National Conference, the National Executive Council and each principal committee of the Nations, the Liberation Campaigns, the Student Sections and the Zones shall act as a Constituent Member in its own right as further defined in the Rules
22. Constituent Members and Associate Members shall be liable to pay a subscription as decided by the Trustee Board and approved by the National Conference.
23. Individual Members shall be entitled to stand for election as Officers, Committee Members and members of the National Executive Council
24. Constituent Members and Individual Members agree to abide by these Articles of Association and to contribute to the carrying out of any decisions of the National Conference

Termination of Membership

Withdrawal

25. A Constituent Member or an Associate Member may withdraw from membership of the National Union by giving written notice to the National Executive Council before the 1st July in the year in which it wishes to withdraw from membership, this notice to take effect on the 31st December of that year
26. The membership of the Constituent Member or the Associate Member shall end without prejudice to any outstanding claims that the National Union may have against such Member.

Default

27. Where a Member owes any money to the National Union or is in arrears in payment of all or part of its membership subscription, the Trustee Board may withdraw from the defaulting Member all or any of its membership rights and privileges (including any rights of participation in the governance of the National Union)
28. If a membership subscription or any part of it is in arrears for more than two years, the membership of the defaulting Member (and its rights and privileges) shall automatically end without prejudice to any outstanding claim of the National Union against such Member
29. If an Associate Member fails to pay its membership subscription within 90 days of it becoming due, its membership shall end on the expiration of that 90 day period.

Suspension

30. In accordance with the Code of Conduct, if any Member takes action which discriminates on the grounds of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, gender identity or creed, the Member may be deprived of some or all of its rights, privileges, facilities or benefits. Suspension shall be for as long and upon such terms as may be determined in the Code of Conduct

Expulsion

31. Any Member may be expelled by a resolution of the National Conference passed by a two thirds' majority.

Insolvency of Constituent Members

- 31.1 A person who is the nominated representative of an unincorporated Constituent Member in accordance with Article 15.1 shall cease to be a Constituent Member if the unincorporated organisation goes into

liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation.

- 31.2 A Constituent Member that is a Corporate Member shall cease to be a Constituent Member if it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up.

National Conference

Role and powers

32. The National Conference shall be the Sovereign Policy Making Body of the National Union, subject to any exceptions stated expressly in these Articles
33. The National Conference shall be responsible for the following:
- 33.1 producing policy or position statements outlining the general activities that the National Union intends to undertake in order to carry out its mission and fulfil its objects;
 - 33.2 carrying out a range of administrative functions in relation to the National Union; and
 - 33.3 holding elections for posts of Officers and Committee Members as further defined in these Articles and the Rules
34. The National Conference shall determine the policy of the National Union either of its own motion at a meeting of the National Conference, or by adoption of policy decisions taken by the National Executive Council, the Nations, NUS-USI, the Liberation Campaigns, or the Student Sections in between meetings of the National Conference.
35. The National Conference shall have power to appoint and remove the Trustees in line with Articles 74 to 83 below

Composition

36. The composition of the National Conference shall be as follows:
- 36.1 specified Committee Members as decided in the National Conference Rules, and
 - 36.2 a number of representatives from each Constituent Member, as decided in line with the National Conference Rules. An entitlement to a number of delegates per "full time equivalent" student at the Constituent Member, where "full time equivalent" means the total number of full time students added to 0.6 of part time students will be proposed by the Democratic Procedures Committee and agreed by Conference in accordance with the National Conference Rules, save that in proposing the entitlement figure the DPC shall ensure that the total number of delegates entitled to attend National Conference is calculated to not fall below 1400.
 - 36.3 Representatives to National Conference from Higher Education Constituent Members shall be elected by Cross Campus Ballot in a way detailed in the National Conference Rules

Proceedings

37. The National Conference shall hold an annual general meeting before the month of May in each calendar year.
38. The National Conference may hold meetings other than annual meetings at any time and these shall be called extraordinary meetings.
39. The meetings of the National Conference shall be held in line with the Rules
40. The procedures of the National Conference shall be further defined in the National Conference Rules.

National Ballot

41. A National Ballot may be called between meetings of the National Conference to determine a matter of interim Policy or confidence in any person elected by the National Conference. Policy created by a National Ballot shall have the same status as Policy made by National Conference (or subordinate bodies) and will always be resubmitted for debate at the next meeting of the National Conference.

41.1 Such a Ballot may be called upon request of 5% of Constituent Members in a manner further detailed in the Rules.

41.2 The Ballot will be conducted by the Chief Returning Officer in a manner detailed in the Rules, save that in participating in the Ballot, the position of the Constituent Member must have been approved by that Constituent Member's sovereign policy making body.

41.3 An application to call a National Ballot to overturn a decision made by National Conference shall automatically be ruled out of order.

National Executive Council

Role and powers

42. The National Executive Council shall be the interim policy body and its officers shall provide the Political Leadership of the National Union. The National Executive Council shall be the most senior policy body outside of the National Conference. The National Executive Council shall:

42.1 decide emergency policy of the National Union in between meetings of the National Conference,

42.2 appoint members to various committees as further defined in the Rules;

42.3 set up special committees of significance to the National Union whose work applies to more than one Nation, Student Section, Liberation Campaign or Zone;

42.4 interpret and develop policy and plans arising from it,

42.5 hold the Zones and their work to account,

42.6 advise the Trustee Board on the meaning of policy, political priorities and allocation of resources of the National Union subject to the Trustee Board's power of overrule in Article 69;

42.7 in conjunction with the Trustee Board propose the Budget for the National Union to National Conference by the President;

42.8 form a special committee of the National Executive Council to be named the Anti Racism Anti Fascism committee (ARAF). The conveners of this committee shall be selected by the National Executive Council,

42.9 call Ballots on matters of significance as detailed in Article 41,

42.10 set up scrutiny committees on behalf of the National Union's membership;

42.11 receive, approve or refer back reports of the work of the Trustee Board; and

42.12 hold to account, with the power to censure, any person elected by the National Conference or of or from itself.

National Executive Council Composition

43 The composition of the National Executive Council shall be as follows:

43.1 Fifteen Individual Members elected by the National Conference as further defined in the Rules,

43.2 National President, who shall be principally politically accountable for the finances of the National Union;

43.3 Vice President Welfare;

43.4 Vice President Higher Education;

43.5 Vice President Further Education;

43.6 Vice President Union Development;

43.7 Vice President Society and Citizenship;

43.8 President of NUS Scotland;

43.9 President of NUS Wales;

- 43.10 President of NUS-USI;
- 43.11 An officer from each of the four Liberation Campaigns,
- 43.12 Two members appointed by and from each student section,
- 43.13 A member elected by and from each of the principal committees or conferences of the Zones, the Liberation Campaigns, Nations and NUS-USI, and
- 43.14 Non-voting representatives of Organisations in Association as decided by the National Executive Council.

National Executive Council Proceedings

- 44. The National Executive Council shall hold a minimum of five meetings in each calendar year.
- 45. The procedures of the National Executive Council shall be further defined in the National Executive Council Rules.

Nations Section

- 46. The Nations shall be Politically Autonomous bodies that are responsible for the formation of policy and the carrying out of the policy work of the National Union that has been devolved to them by the National Conference, except that the Nations shall stay subject to the powers of the National Conference and the Trustee Board under Article 69.
 - 46.1 They shall stay subject to the powers of the Democratic Procedures Committee unless National Conference resolves to devolve any or all of the powers of the Democratic Procedures Committee to a Nations Democratic Procedures Committee.
 - 45.2 They shall stay subject to the powers of the Chief Returning Officer unless National Conference resolves to devolve any or all of the powers of the Chief Returning Officer to another person
- 47. There shall be two Nations, as follows:
 - 47.1 NUS Scotland, and
 - 47.2 NUS Wales
- 48. Only those Constituent Members that are located in particular Nations shall be entitled to take part directly in the governance of that Nation.
- 49. The National Conference shall devolve to the Nations any matters as it decides by normal resolution save that it shall not be able to devolve any of the powers of the Trustee Board. The powers, composition and procedures of each Nation shall be further defined in the Nations Rules
 - 49.1 When devolving matters to the nations the National Conference shall use as a guiding principle the powers of devolved Government in Scotland and Wales.
 - 49.2 There shall also be a body in Northern Ireland called "NUS-USI" that shall be governed in line with an agreement approved by the National Conference and entered into by the Trustee Board and the relevant body of the Union of Students in Ireland. The agreement is set out in the Rules.

Liberation Campaigns

- 50. The Liberation Campaigns shall be Politically Autonomous bodies that are responsible for the formation of policy and the carrying out of the policy work of the National Union that has been entrusted to them by the National Conference and that is of concern to the Students represented by each Liberation Campaign, except that the Liberation Campaigns shall be subject to the powers of the National Conference and the Trustee Board under Article 69.
 - 50.1 They shall stay subject to the powers of the Democratic Procedures Committee unless National Conference resolves to devolve any or all of the powers of the Democratic Procedures Committee to a Liberation Campaign Democratic Procedures Committee.

- 51 Only those Individual Members that are defined as being a part of a particular Liberation Campaign shall be entitled to take part directly in the governance of that Liberation Campaign.
52. There shall be four Liberation Campaigns, as follows
 - 52.1 Women;
 - 52.2 Black Students,
 - 52.3 Lesbian, Gay, Bisexual and Trans Students, and
 - 52.4 Disabled Students.
53. The powers, composition and procedures of the Liberation Campaigns shall be further defined in the Liberation Campaigns Rules.

Student Sections

- 54 The Student Sections shall be bodies that are responsible for the formation of policy and the carrying out of the policy work of the National Union that has been allocated to them by the National Conference and that is of concern to the Students represented by each Student Section. The Student Sections shall stay subject to the powers of the National Conference, the Trustee Board, the National Executive Council, the Chief Returning Officer and the Democratic Procedures Committee.
- 55 Only those Individual Members that are defined as being a part of a particular Student Section shall be entitled to take part directly in the governance of that Student Section
56. There shall be three Student Sections, as follows:
 - 56.1 mature and part time students;
 - 56.2 international students, and
 - 56.3 postgraduate students.
57. The powers, composition and procedures of the Student Sections shall be further defined in the Student Sections Rules.

Zones

58. The Zones shall be the five policy sections of the National Union and they shall have day-to-day responsibility for the consultation on, proposal of and carrying out of the National Union's policy in the following areas.
 - 58.1 Higher Education;
 - 58.2 Further Education;
 - 58.3 Union Development;
 - 58.4 Welfare; and
 - 58.5 Society and Citizenship.
 - 58.6 The Zones shall stay subject to the powers of the National Conference, the Trustee Board, the National Executive Council, the Chief Returning Officer and the Democratic Procedures Committee.
59. The Zones shall report to the National Executive Council and be directed by it.
60. Each Zone shall have a committee that will lead the Zone and consist of a full time officer elected by the National Conference and any other members as are elected by that Zone at its conference. Each committee shall have the power to co-opt non student non voting advisors as it sees fit
- 61 The definitions, composition and procedures of the Zones shall be further defined in the Zones Rules

Democratic Procedures Committee

62. The Democratic Procedures Committee of the National Union shall be responsible for the democracy of the National Union and shall have the power to govern and interpret all matters relating to democratic procedures except elections
 - 62.1 It shall also be needed to structure and run National Conference in such a way as to guarantee the accessibility of proceedings for delegates in line with the Democratic Procedures Rules.
63. The composition of the Democratic Procedures Committee shall be as follows:

- 63.1 nine Individual Members, four of which will be elected by the National Conference in even years and five in odd years. All of these will serve two year terms at its annual meeting; and
- 63.2 non voting members which it chooses to co-opt that shall not usually be Individual Members of the National Union.
- 64. A Full Time Officer appointed by the President shall be entitled to go to meetings of the Democratic Procedures Committee as a non- voting member.
- 65. The procedures of the Democratic Procedures Committee shall be further defined in the Democratic Procedures Committee Rules

Elections and Chief Returning Officer

- 66. The Chief Returning Officer of the National Union shall be responsible for the good conduct and administration of elections to officer and committee positions of the National Union and shall have the power to govern and interpret all matters relating to elections in accordance with the Rules
 - 66.1 The Chief Returning Officer shall appoint three deputies to form a group to assist in their work who shall not be individual members of the National Union
 - 66.2 The Chief Returning Officer may also appoint officials to attend at and assist in the administration of elections who shall not be individual members of the National Union.
 - 66.2 The Chief Returning Officer shall be appointed by the National Conference on a two year term and may be removed by it by two-thirds resolution in accordance with Article 94.1.
 - 66.3 If the Chief Returning Officer resigns a replacement will be appointed by the National Executive Council until the next National Conference

Role and powers of the Trustee Board

- 67. The Board of Trustees shall be responsible for the management and administration of the National Union and may exercise all the powers of the National Union as set out in these Articles of Association and the Rules. Subject to Article 69 below the Trustee Board's principal function in exercising its powers, duties and functions shall be to serve the aims, objects and wishes of the National Conference, National Executive Council and committees in line with Policy set out by those bodies.
 - 67.1 No alteration of these Articles or the Rules shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
- 68. The Board of Trustees' powers under Article 67 shall include but not be limited to ultimate responsibility for the:
 - 68.1 management and administration of the National Union;
 - 68.2 the Detailed Internal Budgets of the National Union; and
 - 68.3 in conjunction with the National Executive Council, the formulation and proposal to the National Conference of the Budget of the National Union as presented by the National President
- 69. The Board of Trustees shall only have the power to overrule administrative implications of decisions of the National Conference, the National Executive Council, the Nations, the Liberation Campaigns, the Student Sections, the Zones and/or the Democratic Procedures Committee on the following grounds:
 - 69.1 financial risk; and
 - 69.2 legal requirements and the Trustee Board shall seek appropriate external advice before exercising its power to overrule and shall report every exercise of its power to overrule the National Conference in line with the Rules.

69.3 The Trustee Board shall not have any power to overrule or amend Policy and it shall not have the power to overrule Rule changes made by the National Conference in line with Article 101

Composition of the Trustee Board

70. There shall be at least seven but not more than fifteen Trustees.

71. Those persons notified to the Registrar of Companies as the first directors of the National Union, shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:

71.1 Not more than five Officer Trustees, of whom one shall be the National President;

71.2 Not more than six Student Trustees; and

71.3 Not more than four Lay Trustees.

The Trustees shall be appointed or elected in accordance with these Articles and the Rules.

Officer Trustees

72. The Officer Trustees shall be as follows

72.1 the National President, and

72.2 the four Officers appointed by the National Executive Council

73. Officer Trustees shall remain in office for a term of one year commencing in accordance with the Rules. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end

Student Trustees

74. Student Trustees who shall be Individual Members of the National Union elected as a block at the National Conference as further defined in the Rules. For the avoidance of doubt, an Officer or a person who was previously an Officer or a Lay Trustee shall not be eligible for appointment as a Student Trustee

75. Student Trustees shall stay in office for a term of two years. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

76. A Student Trustee may serve a maximum of one term.

Lay Trustees

77. Lay Trustees shall be appointed by a simple majority vote of the National Conference from such persons as have been recommended by the Nominations Committee in line with the Rules. In recommending a Lay Trustee the Nominations Committee must make sure that

77.1 they are not in the employ of the National Union and have not been for twelve months preceding the nomination; and

77.2 they or any company or firm of which they are a paid director, partner or employee, or shareholder holding more than 1% of the capital has not received any payment from the National Union for the provision of goods and services, including professional services and they have not for at least three years before the nomination.

78. Lay Trustees shall stay in office for a term of up to three years worked out from the date of appointment

79. A Lay Trustee may serve a maximum of two terms. For the avoidance of doubt, these terms may be either consecutive or non-consecutive

Disqualification, Removal or Resignation of Trustees

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

80.1 she becomes bankrupt;

80.2 she resigns by notice to the National Union (but only if at least three Trustees will stay in office when the notice of resignation is to take effect),

- 80.3 she becomes incapable by reason of ill-health or injury of managing and administering her own affairs;
 - 80.4 in the case of a Trustee who is not the President, she fails to go to three consecutive meetings of the Trustees and the other Trustees resolve that she be removed for this reason,
 - 80.5 she is removed from membership of the National Union or the Trustee Board under the code of conduct referred to in Article 115; or
 - 80.6 she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law.
81. The office of a Trustee shall be vacated if a motion of no confidence in the Trustee detailing the way in which the Trustee is failing in her duty to make sure the delivery of NUS' aims and objects and political wishes as expressed through the National Conference, National Executive Council and related bodies is passed by a two thirds majority vote of the National Conference or National Executive Council as further detailed in the Rules
82. For the avoidance of doubt, where an Officer Trustee stops being a Trustee in line with Articles 80 or 81 above, she shall not cease to be an Officer by virtue of no longer being a Trustee.

Replacement of Trustees

- 83 If there is a casual vacancy on the Board of Trustees the relevant appointing body will be invited to appoint a replacement Trustee meeting the relevant criteria set out here, save that between meetings of the National Conference the National Executive Council shall have the power to exercise the National Conference's power of appointment. A Trustee so appointed by the National Executive Council on behalf of the National Conference may be replaced by the National Conference at its next meeting

Proceedings of the Trustee Board

84. Subject to the provision of these Articles and the Rules, the Trustees may regulate their proceedings as they think fit. The Rules shall set out, amongst other things, provisions in respect of notice, quorum, and approval of resolutions in written, electronic or at a virtual meeting.
85. If the National Executive Committee refers back a report of the work of the Trustee Board in accordance with Article 42, the Trustee Board shall, subject to Article 69, take steps to revise the work and report back at the next National Executive Council Meeting.

Delegation of Trustees' Powers

- 86 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the National Union for such purposes and on such conditions as they decide.
- 87 The Trustees may delegate any of their powers or functions to any committee or the carrying out of any of their resolutions and day to day management of the affairs of the National Union to any person or committee in line with the conditions set out in these Articles

Delegation of day to day management powers

88. In the case of delegation of the day to day management of the National Union to a Chief Executive Officer or other manager or Officer:
- 89.1 the delegated power shall be to manage the National Union in line with any requirements and within a Detailed Internal Budget approved by the Trustees and if applicable to advise the Trustees and National Executive Council about any policy, strategy and Detailed Internal Budget;
 - 89.2 the Trustees shall provide the manager with a description of her role and the extent of her authority; and

- 89 3 the Chief Executive Officer shall report regularly to the Trustees through the President on the activities undertaken in managing the National Union and provide them regularly with management accounts enough to explain the financial position of the National Union.

Delegation to Committees

90. In the case of delegation to committees:

- 90.1 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);
- 90.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may include as many of their number (if any) as the resolution may specify,
- 90.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported at once to the Trustees and for that purpose every committee shall appoint a secretary,
- 90 4 all delegations under this Article shall be revocable at any time, and
- 90.5 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.

91. The Trustees shall set up the following committees (which is a non-exhaustive list) in line with their powers under Article 87

- 91.1 Nominations Committee, as further defined in Articles 94 to 96 below; and
- 91.2 Audit, Risk and Remuneration Committee.

Bank Account and Proceedings of Committees

- 92 For the avoidance of doubt, the Trustees may (in line with Article 87) delegate all internal financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of the National Union except in line with a budget which has been approved by the Trustees
93. The meetings and proceedings of any committee shall be governed by the provisions of the Articles of Association and the Rules regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees

Nominations Committee

- 94 A Nominations Committee shall be set up under Article 90 and it shall be responsible for identifying and recommending to the National Conference persons who are suitable for appointment to the Board of Trustees as Lay Trustees
- 94.1 It shall also be responsible for identifying and recommending to the National Conference persons who are suitable for appointment as Chief Returning Officer.
- 94.2 It shall conduct and publish a skills, knowledge and diversity needs audit to guide its recruitment process as further defined in the Rules
95. The composition of the Nominations Committee shall be:
- 95 1 two members elected by and from the National Executive Council's block of fifteen Individual Members;
- 95.2 a Lay Trustee appointed by the Trustee Board;
- 95 3 a Student Trustee appointed by the Trustee Board; and
- 95.4 the National President.
- 96 The procedures of the Nominations Committee shall be further defined in the Nominations Committee Rules.

Full Time Officers

- 97 The Full Time Officers of the National Union shall be responsible for the day-to-day political direction of the National Union and shall have the powers and roles further defined in the Rules. They shall receive an allowance and other benefits in line with Article 10 as from time to time decided by the Trustee Board. Their terms and conditions shall be outlined in a contract of employment approved by the Trustee Board.
- 98 There shall be the following Full Time Officers:
 - 98.1 National President;
 - 98.2 Vice President Higher Education;
 - 98.3 Vice President Further Education;
 - 98.4 Vice President Welfare;
 - 98.5 Vice President Union Development; and
 - 98.6 Vice President Society and Citizenship.
- 99 The Full Time Officers shall be elected by the National Conference and removed by the National Conference in line with the Rules
- 100 The Nations Rules, the Liberation Campaigns Rules and the Student Sections Rules may provide for other full time officers to be elected by the relevant Nation, Campaign or Section. These officers or other officers decided by The Nations, the Liberation Campaigns or the Student Sections to be the equivalent of full time officers shall receive an allowance and other benefits in line with Article 10 as from time to time decided by the Trustee Board. Their terms and conditions shall be outlined in a contract of employment approved by the Trustee Board. The role, powers and method of election and removal of such officers shall be further defined in the relevant Rules.

General Rules

- 101 National Conference shall have the power from time to time to make, repeal or alter Rules as to the appointment and conduct of business by the Trustees, the National Conference, the National Executive Council or any committee and as to any matters or things within the powers or under the control of the Democratic Procedures Committee or Chief Returning Officer, as long as these Rules shall not be inconsistent with these Articles. The Trustees shall have the power from time to time to make, repeal or alter regulations as to the management of the National Union and its affairs, the duties of employees of the National Union, and as to any matters or things within the powers or under the control of the Trustees, as long as such regulations shall not be inconsistent with these Articles or the Rules.
 - 101.1 Subject to Articles 101.2 and 101.3 below, an amendment to the Rules shall need the following
 - 101.1.1 The circulation by a Constituent Member, the Board of Trustees or the Democratic Procedures Committee of a proposal to amend the Rules to all the Constituent Members (the "Proposal");
 - 101.1.2 A period of time (as set out in the Rules) during which any amendments to the Proposal may be submitted to the Democratic Procedures Committee; and
 - 101.1.3 Resolution of the National Conference approving the Proposal (and either accepting or rejecting any amendments to the Proposal).
 - 101.2 The Democratic Procedures committee may at its sole discretion renumber any part of the Rules.
 - 101.3 Where a proposed amendment to the Rules is an amendment to the Nations Rules relating to either NUS Scotland or NUS Wales, this amendment shall need a two thirds majority vote at the sovereign policy body of NUS Scotland or NUS Wales as appropriate. The procedure for the proposal of these amendments shall be specified in the Nations Rules.
 - 101.4 A Rule or any part of one may be suspended without notice by a two-thirds majority of a meeting of National Conference, provided that the

suspension is not for the purpose of making a statement. A motion to suspend shall specify the business for which suspension is desired. The Rule shall regain effect at the close of such business without further decision by National Conference. No suspension of any part of the Rules affecting elections or amendments to these shall have retrospective effect.

Conflicts of Interest

- 102 Subject to Article 102.5, whenever an Officer, Committee Member or Trustee has a Personal Interest in a matter to be discussed at a meeting, and whenever an Officer, Committee Member or Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the National Union in relation to a matter to be discussed at a meeting, she must
- 102.1 declare an interest before discussion begins on the matter;
 - 102.2 withdraw from that part of the meeting unless expressly invited to stay;
 - 102.3 in the case of Personal Interests, not be counted in the quorum for that part of the meeting; and
 - 102.4 in the case of Personal Interests withdraw during the vote and have no vote on the matter and Article 102 shall apply in particular to any matter that may directly or indirectly relate to the position of an Officer Trustee who is or is to be remunerated by the National Union as an employee of the National Union.
- 102.5 An Officer, Committee Member or Trustee is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to a decision that could result in the Officer, Committee Member or Trustee or any person who is connected with her receiving one of the following benefits:
- 102.5.1 the payment of premiums in respect of indemnity insurance effected in accordance with Article 9.26;
 - 102.5.2 payment under the indemnity set out at Article 114; and
 - 102.5.3 reimbursement of expenses in accordance with Article 10.6

Minutes

- 103 The Democratic Procedures Committee shall keep minutes of all proceedings at the meetings of the National Conference and the National Executive Council. The Trustees shall keep minutes of all appointments of officers made by the Trustees, of all resolutions of the National Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting) and of all proceedings at the meetings of the National Union and of the Trustees, and of committees of the Trustees, including the names of the Trustees present at each of these meetings. Any minutes, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Officer, Committee Member or Trustee of the National Union, be sufficient evidence of the proceedings.
104. The minutes of the meetings referred to in Article 103 above shall be normally considered open and shall be available to Members on the National Union's website, except where those minutes relate to any reserved matters including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the National Union offices
105. The following shall be available from the National Union's website and copies shall be held at the National Union's offices:
- 105.1 a copy of these Articles of Association and the Rules, including any amendments,
 - 105.2 a copy of the National Union's annual report; and
 - 105.3 any plan for the National Union's activities, including the budget.

Budget, Accounts and Reports

- 106 The Trustees shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual returns and annual statements of account
- 106.1 At each annual meeting of the National Conference, the Board of Trustees shall present to the National Conference a statement of account and balance sheet for the financial year ending on the 30th June of the previous year.
- 107 At each annual meeting of the National Conference, the National President shall, on behalf of the National Executive Council and the Trustee Board, submit to the National Conference a budget for the National Union for the ensuing year.
108. All Members may submit questions to the Trustees about the content of the accounts and the annual report. The procedures for submitting such questions shall be set out in the Rules

Communications by the National Union

Methods of communication

109. Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the National 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 National Union, including without limitation in Hard Copy Form, in Electronic Form, or by making it available on a website.
- 109.1 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).
- 109.2 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 which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

110. A Member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the Members shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 110.1 Where any Document or information is sent or supplied by the National Union to the Members:
- 110 1.1 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;
- 110 1 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, and
- 110.1.3 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.

110.2 Subject to the Companies Acts, a Trustee or any other person may agree with the National 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

111 Where any Document or information has been sent or supplied by the National Union by Electronic Means and the National Union receives notice that the message is undeliverable:

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

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

111.3 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

112. Copies of the National Union's annual accounts and reports need not be sent to a person for whom the National Union does not have a current Address.

112.1 Notices of Company Law Meetings need not be sent to a Constituent Member who does not register an Address with the National Union or who registers only a postal address outside the United Kingdom, or to a Constituent Member for whom the National Union does not have a current Address.

Liability of Constituent Members

113 The liability of each Constituent Member is limited to £1, being the amount that each Constituent Member undertakes to contribute to the assets of the National Union in the event of its being wound up while it is a Constituent Member or within one year after it ceases to be a Constituent Member, for:

113.1 payment of the National Union's debts and liabilities contracted before it ceases to be a member;

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

113.3 adjustment of the rights of the contributories among themselves.

Indemnity

- 114 Every Officer, Committee Member, Trustee or employee or auditor of the National Union shall be indemnified out of the assets of the National Union against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the National Union, and against all costs, charges, losses, expenses or liabilities incurred by her in the execution and discharge of her duties or in relation thereto

Code of Conduct

115. The Trustee Board shall produce a "code of conduct" that all Individual Members shall need to adhere to, including when Individual Members are on premises or at events that are administered or organised by the National Union.
116. The code of conduct may include a range of sanctions for breach of the code of conduct by an Individual Member, including the indefinite suspension of any or all of the rights and privileges of membership.

Secretary

117. 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
- 117 1 anything authorised or required to be given or sent to, or served on, the National Union by being sent to its Secretary may be given or sent to, or served on, the National Union itself, and if addressed to the Secretary shall be treated as addressed to the National Union; and
- 117 2 anything else required or authorised to be done by or to the Secretary of the National Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Irregularities

- 118 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 unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it.

Exclusion of model articles

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

Company Law Meetings

120. The Trustees may call a Company Law Meeting at any time
121. The Trustees must call a Company Law Meeting if required to do so by the Constituent Members under the Companies Acts
122. A Company Law Meeting will only be required where the National 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 resolution to amend the Union's Articles of Association.

Calling and holding Company Law Meetings

- 123 A Company Law Meeting of the National Union shall be called and held in accordance with the Companies Acts, these Articles and the Rules

Quorum for Company Law Meetings

124. No business (other than the appointment of the chair of the meeting) may be transacted at a Company Law Meeting unless a quorum is present.
125. The quorum shall be 20% of the total Constituent Membership (represented in person, via an authorised representative in the case of a Corporate Member or by proxy). (If two or more persons are authorised representatives of the same Corporate Member they shall together count as one person for the purposes of this Article).

Chairing Company Law Meetings

126. The National President or in his or her absence some other member of the National Executive Council nominated by the National President shall preside as chair of every Company Law Meeting.
127. If neither the National President nor any member of the National Executive Council nominated in accordance with Article 126 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Constituent Members present in person, or via their authorised representative if a Corporate Member, or by proxy and entitled to vote must choose one of the Constituent Members or authorised representatives of a Corporate Member present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a Constituent Member or authorised representative of a Corporate Member entitled to vote shall not be entitled to be appointed chair of the meeting.

Voting at Company Law Meetings

128. A resolution put to the vote of a Company Law Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Rules.
129. On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 129.1 has or has not been passed, or
 - 129.2 passed with a particular majority
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 103 is also conclusive evidence of that fact without such proof.

Votes on a show of hands

130. On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
- 130.1 each Constituent Member present in person,
 - 130.2 each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution, and
 - 130.3 each authorised representative of a Corporate Member present;
- provided that if a person attending the meeting falls within two or more of the above categories, she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

131. On a vote on a resolution which is carried out by a poll, the following persons have one vote each
- 131.1 every Constituent Member present in person,
 - 131.2 every Constituent Member present by proxy; and
 - 131.3 every authorised representative of a Corporate Member (subject to Article 132) present.

132. On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:
- 132.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and
- 132.2 if they purport to vote in different ways they are treated as not having voted.

General

133. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have

Amendments to resolutions

134. An ordinary resolution to be proposed at a Company Law Meeting may be amended by ordinary resolution if:
- 134.1 notice of the proposed amendment is given to the Union in Writing by a person entitled to vote at the Company Law Meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide), and
- 134.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
135. A special resolution to be proposed at a Company Law Meeting may be amended by ordinary resolution, if:
- 135.1 the chair of the meeting proposes the amendment at the Company Law Meeting at which the resolution is to be proposed; and
- 135.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
136. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Written resolutions

137. The Constituent Members may pass resolutions as written resolutions in accordance with the Companies Acts and the Rules.

Interpretation

138. If a question as to the meaning and effect of the Articles or the Rules arises during a meeting of the National Conference or a Company Law Meeting of the National Union, that question shall be decided by the Chair. The decision as to whether or not a question relates to the meaning and effect of the Articles or the Rules shall also be decided by the Chair. Subject to Article 140, the decision of the Chair in both these cases shall be final and shall not be open to challenge.
139. All matters relating to elections including the meaning and effect of any part of the elections Rules shall be decided by the Chief Returning Officer. Whether or not a particular rule is one relating to elections shall be decided by the Chief Returning Officer. Subject to Article 140, in all such matters, the decision of the Chief Returning Officer shall be final and shall not be open to challenge.
140. Under Articles 138 and 139 above, if there is a dispute as to the interpretation of any part of the Articles or the Rules, the ruling of the President shall be sought. If there is a challenge to the President's ruling, the decision shall be referred to the National Executive Council. If there is a challenge to the National Executive Council's ruling, the decision of the National Conference shall be final.

Amendments to the Articles

- 141 The Democratic Procedures Committee shall review these Articles every three years, with effect from the date that these Articles of Association come into effect, and they may review them at more frequent intervals if considered appropriate
142. An amendment to the Articles shall require the following:
 - 142.1 The circulation by a Constituent Member, the Board of Trustees or the Democratic Procedures Committee of a proposal to amend the Articles to all the Constituent Members (the "Proposal");
 - 142.2 A period of time (as set out in the Rules) during which any amendments to the Proposal may be submitted to the Democratic Procedures Committee;
 - 142.3 A resolution passed at a meeting of the National Conference by a two thirds majority vote approving the Proposal (and either accepting or rejecting any amendments to the Proposal), as long as the resolution to approve the Proposal shall have been circulated by the Democratic Procedures Committee to all the Constituent Members along with the other proposals for that meeting of the National Conference; and
 - 142.4 A special resolution of the Constituent Members making the amendments to the Articles that have been approved by resolution of the National Conference in accordance with Article 142.3.

Definitions and Interpretation

143. In these Articles of Association the following terms shall have the following meanings:

Term & Meaning

- 143.1 "Address" | includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
- 143.2 "Articles" or "Articles of Association" | these Articles of Association of the National Union;
- 143.3 "Associate Members" | the Student Organisations in Association, the Partner Organisations in Association, the Individuals in Association as further defined in Article 17 and the NUS Areas;
- 143.4 "Board" or "Trustee Board" | the board of Trustees as defined in Article 71;
- 143.5 "Budget" | policy statement which describes how the National Union will allocate resources in the year ahead,
- 143.6 "Chair" | means the chair of the Trustees who shall be the National President or such other Officer Trustee who is appointed as chair by the National President,
- 143.7 "Chief Executive" | the Chief Executive of the National Union;
- 143.8 "Chief Returning Officer" | the person charged with the good conduct and administration of elections to elected officer bearer and committee positions,
- 143.9 "clear days" | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 143.10 "Committee Member(s)" | members of any of the following committees or bodies:
 - (a) National Executive Council;
 - (b) Principal Committees of the Nations and NUSUSI;
 - (c) Principal Committees of the Liberation Campaigns,
 - (d) Principal Committees of the Student Sections;
 - (e) Zones;
 - (f) Democratic Procedures Committee;
 - (g) Any committee set up by the Trustee Board in line with Article 87, and

- (h) Any committee set up by one of the bodies listed above;
- 143 11 "Cross Campus Ballots" | the process by which Constituent Members are needed to select their delegates in line with the Rules;
- 143 12 "Companies Acts" | the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the National Union,
- 143 13 "Company Law Meeting" | a general meeting of the Company Law Members of the Union for the purposes of the Companies Acts,
- 143 14 "Company Law Members" | members of the National Union for the purposes of the Companies Acts;
- 143.15 "Constituent Member(s)" | the Company Law Members of the National Union as defined in Articles 14 and 15;
- 143 16 "Decision of" | a decision by a majority of members present and voting at any meeting of the body in question, as evidenced by an entry in the appropriate minute book,
- 143.17 "Democratic Procedures Committee" | the committee responsible for the democracy of the National Union referred to in Articles 62 to 64;
- 143 18 "Democratic Procedures Committee Rules" | the rules made by National Conference in line with Article 101 that set out the procedures for the proceedings of the Democratic Procedures Committee;
- 143 19 "Detailed Internal Budgets" | documents drawn up under the aegis of the Trustee Board to assist in the day to day management and administration of the National Union;
- 143 20 "Document" | includes, unless otherwise specified, any document sent or supplied in Electronic Form,
- 143.21 "Education Act" | the Education Act 1994,
- 143.22 "Effective Date" | the date on which part or all of the undertaking previously carried on by the unincorporated association known as the National Union of Students (United Kingdom) is transferred to the National Union,
- 143.23 "Electronic Form" and "Electronic Means" | have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
- 143 24 "Full Time Officers" | the officers referred to in Articles 97 to 100,
- 143 25 "Hard Copy" and "Hard Copy Form" | have the meanings respectively given to them in the Companies Act 2006;
- 143 26 "Honorary Members" | the persons elected to honorary membership in line with Article 19;
- 143 27 "Individual Members" | the members of the National Union defined in Article 16;
- 143.28 "Individuals in Association" | as referred to in Article 17 3;
- 143.29 "in writing" | means written, printed or transmitted writing including by electronic communication,
- 143.30 "Lay Trustee" | a Trustee appointed in line with Article 77,
- 143.31 "Liberation Campaigns" | the sections of the National Union defined in Articles 50 to 53,
- 143.32 "Liberation Campaigns Rules" | the rules made by National Conference in line with Article 101 that set out the procedures for the proceedings of the Liberation Campaigns,
- 143 33 "Members" | the members of the National Union, being the Constituent Members, the Individual Members, the Associate Members and the Honorary Members except that only the Constituent Members are Company Law Members for the purposes of the Companies Acts,
- 143.34 "National Conference" | the body referred to in Articles 32 to 40,

- 143 35 "National Conference Rules" | the rules made by National Conference under Article 101 that set out the procedures for the proceedings of the National Conference;
- 143 36 "National Executive Council" | the body referred to in Articles 42 to 45;
- 143.37 "National Executive Council Rules" | the rules made by National Conference under Article 101 that set out the procedures for the proceedings of the National Executive Council;
- 143 38 "National President" | the national president of the National Union as elected from time to time,
- 143 39 "National Union" | the company known as the National Union of Students (United Kingdom),
- 143.40 "Nations" | NUS Scotland and NUS Wales, as referred to in Articles 46 to 49;
- 143.41 "Nations Rules" | the rules made by the National Conference under Article 101 that set out the procedures for the proceedings of the Nations,
- 143 42 "Nominations Committee" | the committee referred to in Articles 94 to 96,
- 143.43 "Nominations Committee Rules" | the rules made by National Conference under Article 101 that set out the procedures for the proceedings of the Nominations Committee;
- 143.44 "NUS-USI" | the Nation Union of Students - Union of Students in Ireland;
- 143 45 "Officer" | a Full Time Officer or any other officer elected in line with Article 100;
- 143.46 "Officer Trustee" | a Trustee appointed in line with Article 72,
- 143.47 "Partner Organisations in Association" | as referred to in Article 17.2,
- 143.48 "Personal Interest(s)" | as referred to in Article 102 shall mean a financial interest or an interest that does not arise in the ordinary course of being a Member;
- 143 49 "Policy" | statements which describe what is in the best interests of Students and Students' Unions,
- 143 50 "Politically Autonomous" | bodies within the governance of NUS which are free to democratically determine their own views about the interests of their section or group and have support from NUS (subject to the Trustee Board's powers under Article 69) in implementing activity in pursuit of such policy;
- 143 51 "Political Leadership" | those officers who from time to time have been elected as leaders of the organisation and who speak for Students and Students' Unions on matters relating to the objects;
- 143.52 "Rules" | the rules made by National Conference setting out the working practices of the National Union made from time to time in line with Article 101;
- 143 53 "Secretary" | the secretary of the National Union (if any);
- 143.54 "Sovereign Policy Making Body" | the body with the highest authority (subject to the Trustee Board's powers under Article 69) about the democratic determination of policy statements which describe what is in the best interests of Students and Students' Unions,
- 143.55 "Student(s)" | any individual(s) who is an ordinary member of a Constituent Member,
- 143.56 "Student Sections" | the sections of the National Union defined in Articles 54 to 57;

- 143 57 "Student Sections Rules" | the rules made by National Conference under Article 101 that set out the procedures for the proceedings of the Student Sections,
 - 143.58 "Student Trustee" | a Trustee elected in line with Article 74 who is a Student;
 - 143 59 "Students' Unions" | those associations and representative bodies defined as "Students' Unions" under section 17 of the Education Act 1994;
 - 143 60 "Trustee" and "Trustees" | the Officer Trustees, the Student Trustees and the Lay Trustees each being a director of the National Union, and including any person occupying the position of director, by whatever name called,
 - 143.61 "Two-thirds majority" | twice as many votes recorded as cast in the needed direction than recorded as cast opposite them.
 - 143.62 "Writing" | 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;
 - 143.63 "Zones" | the sections of the National Union defined in Articles 58 to 61; and
 - 143.64 "Zones Rules" | the rules made by National Conference under Article 101 that set out the procedures for the proceedings of the Zones.
- 144 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa, and words that are pronouns importing one gender shall include all genders, unless expressly stated otherwise
- 145 Subject to Article 146, any reference to a statute, statutory provision or subordinate legislation ("legislation") shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation
- 146 Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in Article 143 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the National Union.