



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company No. 8629047

The Registrar of Companies for England and Wales, hereby certifies that

USWSU

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **29th July 2013**



N08629047N



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company



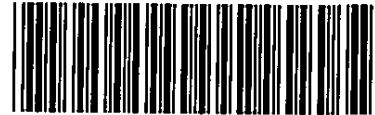
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Oyez

A fee is payable with this form
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01

SATURDAY



A24 27/07/2013 #292
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ¹

USWSU ✓

For official use

--	--	--	--	--	--	--	--

► Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

1 Duplicate names

Duplicate names are not permitted.
A list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ²

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

2 Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ³

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

✓ ☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

3 Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4 Company type ⁴

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

✓ ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

4 Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company¹

A5

Situation of registered office¹

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

1 Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address²

Please give the registered office address of your company

Building name/number University of South Wales Students' Union

Street Treforest

Post town

✓ County/Region Rhondda Cynon Taff

Postcode C F 3 7 1 U F

2 Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in Section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association³

Please choose one option only and tick one box only

Option 1 I wish to adopt one of the following model articles in its entirety Please tick only one box

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only one box

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3 ✓ ☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

3 For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles⁴

Please tick the box below if the company's articles are restricted

☒**4 Restricted company articles**

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1. For a corporate secretary, go to Section C1. For a director who is an individual, go to Section D1. For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments 1**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) 2	

1 Corporate appointments
For corporate secretary appointments, please complete Section C1-C5 instead of Section B.

Additional appointments
If you wish to appoint more than one secretary please use the 'Secretary appointments' continuation page.

2 Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address 3**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

3 Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature 4**

I consent to act as secretary of the proposed company named in Section A1.



Signature	<div style="border: 1px solid black; width: 100px; height: 40px; display: flex; align-items: center; justify-content: center;">X</div>
-----------	----------------------------------------------------------------------------------------------------------------------------------------

4 Signature
The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1		Corporate secretary appointments 1	
		Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm			1 Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Building name/number			
Street			
Post town			
County/Region			
Postcode			
Country			
C2		Location of the registry of the corporate body or firm	
		Is the corporate secretary registered within the European Economic Area (EEA)?	
		▶ Yes Complete Section C3 only ▶ No Complete Section C4 only	
C3		EEA companies 2	
		Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	
Where the company/firm is registered 3			2 EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Registration number			
C4		Non-EEA companies	
		Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	
Legal form of the corporate body or firm			4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law			
If applicable, where the company/firm is registered 4			
Registration number			
C5		Signature 5	
		I consent to act as secretary of the proposed company named in Section A1	
Signature	Signature  		5 Signature The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Mr
Full forename(s)	Richard
✓ Surname	Quebec
Former name(s) 2	
✓ Country/State of residence 3	UK
✓ Nationality	British
✓ Date of birth	0 6 7 0 1 9 8 7
✓ Business occupation (if any) 4	Vice President (Cardiff), Students' Union

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address 5

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	University of South Wales Students' Union
Street	l reforest
Post town	
County/Region	Rhondda Cynon Taff
Postcode	C 1 3 7 1 U F
Country	UK

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature 6

I consent to act as director of the proposed company named in Section A1

Signature	Signature X <i>Raewée</i> X
-----------	--------------------------------

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Miss		
Full forename(s)	Verity Claire		
✓ Surname	Worthington		
Former name(s) 2			
✓ Country/State of residence 3	UK		
✓ Nationality	British		
✓ Date of birth	0	6	07 11 99 11
✓ Business occupation (if any) 4	Vice President (Newport), Students' Union		

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	University of South Wales Students' Union		
Street	I reforest		
Post town			
✓ County/Region	Rhondda Cynon Taff		
✓ Postcode	C	F	3 7 1 U F
Country	UK		

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

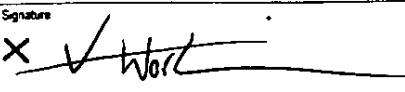
Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature

I consent to act as director of the proposed company named in Section A1

Signature	Signature X  X
-----------	------------------------------------------------------------------------------------------------------

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Miss
Full forename(s)	Carys Rhiannon
✓ Surname	Thomas
Former name(s) ²	
Country/State of residence ³	UK
✓ Nationality	British
✓ Date of birth	2 16 10 15 11 19 19 11
✓ Business occupation (if any) ⁴	President, Students' Union

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	University of South Wales Students' Union
Street	Treforest
Post town	
✓ County/Region	Rhondda Cynon Taff
Postcode	C F 3 7 1 U F
Country	UK

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature

I consent to act as director of the proposed company named in Section A1.

Signature	Signature
✓	X C Thomas X

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	Miss
Full forename(s)	Sarah
✓ Surname	Valkenborghs
Former name(s) 2	
Country/State of residence 3	UK
✓ Nationality	British
✓ Date of birth	01 03 10 03 11 09 19 11
✓ Business occupation (if any) 4	Vice-President (Pontypridd), Students' Union

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address 1

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	University of South Wales Students' Union
Street	1 reforest
Post town	
✓ County/Region	Rhondda Cynon Taff
Postcode	C F 3 7 1 U F
Country	UK

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature 1

I consent to act as director of the proposed company named in Section A1

Signature	<div>Signature</div> <div>✓ X SARAH VALKENBORGH X</div>
-----------	---------------------------------------------------------

5 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ¹ Please use this section to list all the corporate directors taken on formation	¹ Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm Is the corporate director registered within the European Economic Area (EEA)? ▶ Yes Complete Section E3 only ▶ No Complete Section E4 only	
E3	EEA companies ² Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register	² EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register	⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		
E5	Signature ⁵ I consent to act as director of the proposed company named in Section A1	⁵ Signature The person named above consents to act as corporate director of the proposed company
Signature	Signature X	X

IN01

Application to register a company

Part 3

Statement of capital

Does your company have share capital?

- Yes Complete the sections below
- No Go to Part 4 (Statement of guarantee)

F1

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ¹	Amount (if any) unpaid on each share ¹	Number of shares ²	Aggregate nominal value ³
				£
				£
				£
				£
Totals				£

F2

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

F3

Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ⁴

⁴ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example £100 + € 100 + \$10 etc

¹ Including both the nominal value and any
share premium

² Number of shares issued multiplied by
nominal value of each share

³ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

IN01

Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a. particulars of any voting rights, including rights that arise only in certain circumstances,
- b. particulars of any rights, as respects dividends, to participate in a distribution
- c. particulars of any rights as respects capital, to participate in a distribution (including on winding up) and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares) continuation page if necessary

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Application to register a company

Class of share		
Prescribed particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances, b. particulars of any rights, as respects dividends, to participate in a distribution, c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital
Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- Yes Complete the sections below
- No Go to Part 5 (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ¹ Richard

Surname ¹ Queree

Address ² University of South Wales Students' Union, Treforest, Rhondda
Cynon Taff

Postcode C F 3 7 1 U F

Amount guaranteed ³ £1

Subscriber's details

Forename(s) ¹ Carys Rhiannon

Surname ¹ Thomas

Address ² University of South Wales Students' Union, Treforest, Rhondda
Cynon Taff

Postcode C F 3 7 1 U F

Amount guaranteed ³ £1

Subscriber's details

Forename(s) ¹ Sarah

Surname ¹ Valkenborghs

Address ² University of South Wales Students' Union, Treforest, Rhondda
Cynon Taff

Postcode C F 3 7 1 U F

Amount guaranteed ³ £1

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Application to register a company

Subscriber's details

Forename(s) ⁽¹⁾	Verity Claire
Surname ⁽¹⁾	Worthington
Address ²	University of South Wales Students' Union, Treforest, Rhondda Cynon Taff
Postcode	C F 3 7 1 U F
Amount guaranteed ³	£1

Subscriber's details

Forename(s) ⁽¹⁾	
Surname ⁽¹⁾	
Address ²	
Postcode	
Amount guaranteed ³	

Subscriber's details

Forename(s) ⁽¹⁾	
Surname ⁽¹⁾	
Address ²	
Postcode	
Amount guaranteed ³	

Subscriber's details

Forename(s) ⁽¹⁾	
Surname ⁽¹⁾	
Address ²	
Postcode	
Amount guaranteed ³	

Subscriber's details

Forename(s) ⁽¹⁾	
Surname ⁽¹⁾	
Address ²	
Postcode	
Amount guaranteed ³	

1. Name

Please use capital letters

2. Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3. Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- ▶ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- ▶ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Statement of compliance delivered by the subscribers

Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

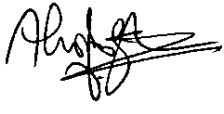
IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	Osborne Clarke
Building name/number	Temple Quay
Street	2 Temple Back East
✓	Bristol
Post town	
County/Region	
Postcode	B S 1 6 E G
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X  on behalf of Osborne Clarke ✓ X

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name

Tom Gauterin

Company name

Osborne Clarke

Address

Temple Quay

2 Temple Back East

Bristol

Post town

County/Region

Postcode

B S 1 6 E G

Country

DX

DX 7818 Bristol

Telephone

+44 (0) 117 9173000

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
☐ At the agents address (Given in Section H2)

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☒ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☒ You have used the correct appointment sections
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☒ The document has been signed, where indicated
- ☒ All relevant attachments have been included
- ☒ You have enclosed the Memorandum of Association
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses

**How to pay**

A fee is payable on this form

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of USWSU ✓

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company

Name of each subscriber

Authentication by each subscriber

Richard Queree

Signature

R Queree ✓

Carys Rhiannon Thomas

Signature

C Thomas ✓

Sarah Valkenborghs

Signature

SARAH VALKENBORGHs ✓

Verity Claire Worthington

Signature

V Worthington ✓

Dated *26 JULY 2013* ✓

Articles of Association of

USWSU



Company number

(Private Company limited by guarantee)

Incorporated on July 2013

Osborne Clarke

2 Temple Back East

Temple Quay

Bristol

BS1 6EG

Telephone +44 (0) 117 917 3000

Fax +44 (0) 117 917 3005

TJG/18066503/1001379/TJG

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of USWSU

BACKGROUND

- A USWSU (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 Members.
- B The Union will seek at all times to
- (i) ensure that the diversity of its Membership is recognised and that equal access is available to all 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 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 Members.
- D Under the Education Act 1994, the University of South Wales 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 University of South Wales in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's 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 70. If any dispute arises in relation to the interpretation of these Articles or any of the Standing Orders, it shall be resolved by the Board of Trustees.

2 Name

The name of the company is USWSU. In these Articles it is called "the Union".

3 Registered office

The registered office of the Union is situated in England and Wales.

4 Objects

The objects of the Union are the advancement of education of Students at the University of South Wales for the public benefit by

- 4.1 promoting the interests and welfare of Students at the University of South Wales during their course of study and representing, supporting and advising Students,

4 2 being the recognised representative channel between Students and the University of South Wales and any other external bodies, and

4 3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students

5 **Powers**

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

5 1 provide services and facilities for Members,

5 2 establish, support, promote and operate a network of student activities for Members,

5 3 support any RAG or similar fundraising activities carried out by its Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised,

5 4 alone or with other organisations

(a) carry out campaigning activities,

(b) seek to influence public opinion, and

(c) 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,

5 5 write, make, commission, print, publish or distribute materials or information or assist in these activities,

5 6 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes,

5 7 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results,

5 8 provide or appoint others to provide advice, guidance, representation and advocacy,

5 9 co-operate with other charities and bodies and exchange information and advice with them,

5 10 become a member, affiliate or associate of other charities and bodies,

5 11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects),

5 12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects,

5 13 pay out of the funds of the Union the costs of forming and registering the Union,

- 5 14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds,
- 5 15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011),
- 5 16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use,
- 5 17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011),
- 5 18 make grants or loans of money and give guarantees,
- 5 19 set aside funds for special purposes or as reserves against future expenditure,
- 5 20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property,
- 5 21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that
- (a) the investment policy is set down in writing for the financial expert by the Trustees,
 - (b) every transaction is reported promptly to the Trustees,
 - (c) the performance of the investments is reviewed regularly by the Trustees,
 - (d) the Trustees are entitled to cancel the delegation at any time,
 - (e) the investment policy and the delegation arrangements are reviewed at least once a year,
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (g) the financial expert may not do anything outside the powers of the Trustees,
- 5 22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required,
- 5 23 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,
- 5 24 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,
- 5 25 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,
- 5 26 establish or acquire subsidiary companies to carry on any trade,
- 5 27 subject to Article 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors,

- 5 28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants,
- 5 29 pay out of the funds of the 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 may be guilty in relation to the Union, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to
- (a) 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),
 - (b) 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,
 - (c) any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not, or
 - (d) in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation, and
- 5 30 do all such other lawful things as shall further the Union's objects
- 6 Limitation on private benefits**
- 6 1 The income and property of the Union shall be applied solely towards the promotion of its objects
- 6 2 Except as provided below 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 Member of the Union This shall not prevent any payment in good faith by the Union of
- ✓ 6 2 1 any payments made to any Member in their capacity as a beneficiary of the Union,
- 6 2 2 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Article 6 3 shall apply,
- 6 2 3 interest on money lent by any Member to the Union at a reasonable and proper rate, and
- 6 2 4 any reasonable and proper rent for premises let by any Member to the Union
- 6 3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union, be employed by, or receive any remuneration from, the Union, or receive any other financial benefit from the Union This shall not prevent any payment in good faith by the Union of

- 6 3 1 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union,
- 6 3 2 reasonable and proper out of pocket expenses of the Trustees,
- 6 3 3 reasonable and proper remuneration to any Officer Trustee or Connected Person 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 Officer Trustees and Connected Persons under contracts of employment with the Union,
 - (b) subject to Article 6 3 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 58 (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 Connected Person the procedure described in Article 58 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person,
 - (e) subject to Article 6 6, this provision 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 a Connected Person in relation to that Trustee), and
 - (f) at all times the provisions of the Education Act are complied with,
- 6 3 4 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate,
- 6 3 5 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union,
- 6 3 6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5 29,
- 6 3 7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 69, and
- 6 3 8 any payments authorised in writing by the Charity Commission
- 6 4 In Articles 6 2 and 6 3, references to the Union shall be read as references to the Union and/or any Subsidiary Company
- 6 5 For any transaction authorised by Article 6 3 or Article 6 4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6 3 or Article 6 4 have been complied with
- 6 6 Where a vacancy arises on the Board of Trustees with the result that Article 6 3 3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Article 6 3 3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible

7 Liability of Members

- ✓ The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Union in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for
- 7 1 payment of the Union's debts and liabilities contracted before he or she ceases to be a Member,
- 7 2 payment of the costs, charges and expenses of winding up, and
- 7 3 adjustment of the rights of the contributories among themselves

8 Dissolution

- 8 1 ✓ 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 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 shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution
- 8 2 A final report and statement of account must be sent to the Commission

9 Reviewing and Amending the Articles

- 9 1 The Trustees and The University of South Wales shall review these Articles every five years, with effect from the date that these Articles come into effect
- 9 2 No amendment of these Articles shall be made which would have the effect of the Union ceasing to be a charity
- 9 3 Article 4 (Objects) and Article 6 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission

PART 2

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10 Becoming a Member

10 1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Members of the Union. Thereafter, the Members of the Union shall be as follows

10 1 1 each and every Student who has not opted out by notifying the University of South Wales of his or her wish not to be a Member of the Union, and

10 1 2 the Officer Trustees of the Union

10 2 The names of the Members of the Union shall be entered in the register of Members

10 3 Members of the Union shall be entitled to the benefits set out in the Code of Practice

11 Termination of Membership

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

11 1 he or she ceases to be a Student,

11 2 he or she ceases to be an Officer Trustee,

11 3 he or she opts out of membership by giving written notice to the Union in accordance with the Standing Orders, or

11 4 in the case of Members other than the Officer Trustees, a resolution is passed at a meeting of the Trustees at which at least half of the Trustees are present resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees

12 Services to non-Members

12 1 Students who have exercised their right not to be Members of the Union at the University, as stated in Part II of the Education Act 1994, must not be unfairly discriminated against. Non-members have the right of access to and use of such facilities and services operated by the Union, provided that they can produce sufficient student ID e.g. a library card or the University student ID badge and enrolment form

12 2 Non-members of the Union cannot be the officials for any of the Union's teams, clubs and societies or supported activities. Non-members are not allowed to participate in the democratic process of the Union which includes voting in elections, general meetings (or any other Union meeting) and are not permitted to attend the general meeting or any other meeting. Non-members are not permitted to stand for or vote in an election for any executive position, including but not limited to a Sabbatical Officer position, within the Union

12 3 In providing for the use of services and facilities to the non-members the Union shall be cognisant of its constructive role within the student life at the University

12 4 Members' details shall be entered, as far as practicable, in a register of Members

13 Associate members

The Trustees 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 provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts Associate Members shall not be entitled to vote on any matter

REFERENDA

14 Referenda

14 1 A Referendum may be called on any issue by

14 1 1 a resolution of the Trustees,

14 1 2 a majority vote of the Student Council, or

14 1 3 a Secure Petition signed by at least 500 Members

14 2 A resolution may only be passed by Referendum if at least 4% of Members cast a vote in the Referendum and a 2/3 majority of the votes cast are in favour of the resolution

14 3 Referenda shall be conducted in accordance with these Articles and the Standing Orders

14 4 Subject to Article 41 3, the Members may set Policy by Referenda Policy set by Referenda may overturn Policy set either by the Student Councils or by the Members in general meeting

GENERAL MEETINGS

15 Annual General meeting

The Union shall hold an annual general meeting within 18 months of incorporation and afterwards once in each Academic Year It shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Members to attend

ORGANISATION OF GENERAL MEETINGS

16 General meetings

The Trustees may call a general meeting at any time The Trustees must call a general meeting if

16 1 requested to do so by the Members provided such request is signed by at least 100 Members having the right to attend and vote at general meetings, or

16 2 required to do so by the Members under the Companies Acts

17 Location of meetings

All general meetings may be carried out at one single venue or simultaneously at a maximum of three separate venues with a video, audio or other real-time link between all of the venues At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology

18 Length of notice

All general meetings shall be called by either

18 1 at least 21 clear days' notice, or

18 2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the Members

19 Contents of notice

19 1 Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Union there must appear with reasonable prominence a statement informing the Member of his or her rights to appoint another person as his or her proxy at a general meeting

19 2 If the meeting is an annual general meeting, the notice must say so and the business to be transacted shall include

19 2 1 ratification of minutes of the previous annual general meeting,

19 2 2 receiving the report of the Trustees on the Union's activities since the previous annual general meeting,

19 2 3 receiving the accounts of the Union for the previous financial year,

19 2 4 appointment of the auditors,

19 2 5 approving the list of affiliations of the Union,

19 2 6 open questions to the Trustees by the Members, and

19 2 7 consideration of motions not debated at Student Council

20 Service of notice

Notice of general meetings shall be given to every Member, to the Trustees, and to any patron(s) of the Union

21 Quorum

21 1 No business shall be transacted at any general meeting unless a quorum is present. For the avoidance of doubt, a general meeting must remain quorate throughout for it to continue

21 2 100 persons entitled to vote upon the business to be transacted, each being a Member (but excluding Trustees), shall be a quorum

21 3 In the event of an inquorate annual general meeting, either at the commencement of or during the meeting, all remaining business from that meeting, except motions of no confidence, will pass to the next available Student Council meetings, which shall have the same powers as the Annual General Meeting. Two out of the three Councils must vote in favour of any proposals/resolutions for the decision to stand

22 Chairing general meetings

The Chair of Meetings shall preside as chair of the meeting. In the absence of the Chair of Meetings, the Members present and entitled to vote shall choose one of their number to be chair.

23 Attendance and speaking by Trustees and non-Members

23 1 A Trustee may, even if not a Member, attend and speak at any general meeting.

23 2 A patron may, even if not a Member, attend and speak at any general meeting.

23 3 The chair of the meeting may permit other persons who are not Members of the Union to attend and speak at any general meeting.

24 Adjournment

24 1 The chair of the meeting may adjourn a general meeting at which a quorum is present if

24 1 1 the meeting consents to an adjournment, or

24 1 2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

24 2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

24 3 When adjourning a general meeting, the chair of the meeting must

24 3 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees, and

24 3 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

24 4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least seven clear days' notice of it

24 4 1 to the same persons to whom notice of the Union's general meetings is required to be given, and

24 4 2 containing the same information which such notice is required to contain.

24 5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

25 Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

26 Poll

26 1 A poll on a resolution may be demanded

26 1 1 in advance of the general meeting where it is to be put to the vote, or

- 26 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 26 2 A poll may be demanded by
 - 26 2 1 the chair of the meeting,
 - 26 2 2 the Trustees,
 - 26 2 3 two or more persons having the right to vote on the resolution,
 - 26 2 4 any person who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes, or
 - 26 2 5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution
- 26 3 A demand for a poll may be withdrawn if
 - 26 3 1 the poll has not yet been taken, and
 - 26 3 2 the chair of the meeting consents to the withdrawal
- 26 4 Polls must be taken immediately and in such manner as the chair of the meeting directs
- 27 **Voting**
 - 27 1 On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every Member present shall have one vote
 - 27 2 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
- 28 **Errors and disputes**
 - 28 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
 - 28 2 Any such objection must be referred to the chair of the meeting whose decision is final
- 29 **Amendments to resolutions**
 - 29 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
 - 29 1 1 notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - 29 1 2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution
 - 29 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

- 29 2 1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 29 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 29 3 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

30 Written Resolutions

- 30 1 Subject to Article 30 5, a written resolution of the Union passed in accordance with this Article 30 shall have effect as if passed by the Union in general meeting
- 30 2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members
- 30 3 A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as special resolution
- 30 4 In relation to a resolution proposed as a written resolution of the Union the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution
- 30 5 A Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution
- 30 6 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts
- 30 7 A Member signifies their agreement to a proposed written resolution when the Union receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that
 - 30 7 1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Member's signature, and
 - 30 7 2 if the document is sent to the Union by electronic means, it is authenticated if the identity of the Member is confirmed in a manner specified by the Trustees or if it is accompanied by a statement of the identity of the Member and the Union has no reason to doubt the truth of that statement or if it is from an email address specified by the Member to the Union for the purposes of receiving documents or information by electronic means
- 30 8 A written resolution is passed when the required majority of eligible Members have signified their agreement to it
- 30 9 A proposed written resolution lapses if it is not passed within 48 days beginning with the circulation date

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

31 Appointment of Trustees

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

- 31 1 not more than 4 Officer Trustees, two from each region, elected in accordance with Article 32,
- 31 2 not more than 3 Student Trustees, one from each region (Cardiff, Newport and Pontypridd) and, elected in accordance with Article 33,
- 31 3 not more than 2 Alumni Trustees, one a graduate of Glamorgan and one a graduate of Newport, appointed in accordance with Article 34, and
- 31 4 not more than 3 External Trustees, appointed in accordance with Article 35

32 Officer Trustees

- 32 1 Up to 4 Officer Trustees shall be elected by secret ballot of the Members of the Union at elections to be held in accordance with the Standing Orders. The Officer Trustees shall be elected to sabbatical posts set out in the Standing Orders
- 32 2 The Officer Trustees shall remain in office for a term of one year commencing in accordance with the Standing Orders. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, an Officer Trustee may be re-elected for a maximum further term of one year by the Members of the Union at an election to be held in accordance with the Standing Orders. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive
- 32 3 Each Officer Trustee must be a Student or a Sabbatical Officer at the time of his or her election. An Officer Trustee shall become a Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such membership shall cease when the Officer Trustee ceases to be an Officer Trustee
- 32 4 The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act
- 32 5 At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by the Standing Orders. The duties and method of remuneration of each Officer Trustee shall be as set out in the Standing Orders

33 Student Trustees

- 33 1 Subject to Article 33 2 below, up to 3 Student Trustees shall be elected by the Student Councils provided that the appointment of each Student Trustee is ratified by a 2/3 majority vote of the appropriate Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the appropriate Student Council. There should be at least one undergraduate and one postgraduate student
- 33 2 Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee)

33 3 Student Trustees shall remain in office for a term of two years commencing in accordance with the Standing Orders. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

33 4 A Student Trustee may serve a maximum of two consecutive terms.

34 Alumni Trustee

34 1 Up to 2 Alumni Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Alumni Trustee is ratified by a 2/3 majority vote of the Executive Committee. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Executive Committee.

34 2 Unless their appointment is terminated in accordance with Articles 36 to 39, Alumni Trustees shall remain in office for a term of up to three years commencing in accordance with the Standing Orders.

34 3 Alumni Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

35 External Trustees

35 1 Up to 3 External Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each External Trustee is ratified by a 2/3 majority vote of the Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.

35 2 Unless their appointment is terminated in accordance with Articles 36 to 39, External Trustees shall remain in office for a term of up to four years commencing in accordance with Standing Order 5.

35 3 External Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

36 Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if

36 1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law,

36 2 he or she becomes prohibited by law from being a charity trustee,

36 3 in the case of an Officer Trustee, he or she ceases to be an employee of the Union (including a Sabbatical Officer),

36 4 in the case of a Student Trustee, he or she ceases to be a Student,

36 5 he or she resigns by notice to the Union (but only if at least six Trustees will remain in office when the notice of resignation is to take effect),

36 6 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office,

36 7 he or she fails 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 he or she be removed for this reason, or

36 8 he or she is removed from office under Article 37 or 38.

37 Removal of Trustees by the Student Councils

The office of a Trustee shall be vacated if

- 37 1 a motion of no confidence in the Trustee is passed by a two thirds majority of the Members voting in a Referendum, provided that at least 4% of Members cast a vote in the Referendum Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 500 Members, or
- 37 2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of each Student Council Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least half the members of each Student Council

38 Removal of Trustees by the Board

- 38 1 The office of Alumni Trustee or External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees 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 54
- 38 2 If a Trustee is removed from the Board by a majority resolution of no confidence passed by the Trustees, this has to be passed for ratification at each Student Council, whereby a two thirds majority must be gained

39 Rights of Removed Trustee

- 39 1 A resolution to remove a Trustee in accordance with Article 38 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
- 39 2 A Trustee removed from office in accordance with Article 38 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution The Appeals Panel shall be made up of a nominee of University of South Wales, one independent person and a chief executive/general manager and officer of another students' union The independent person shall be a Member who is not a Trustee or a Member of the Student Council The selection of the members of the Appeals Panel and its procedures shall be set out in the Standing Orders The Union may consult with NUS in relation to the appeals process and in particular the appointment of independent persons to the Appeals Panel

40 Replacement of Trustees

- 40 1 If an Officer 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 Standing Orders
- 40 2 If an Officer Trustee resigns, is disqualified or removed from office after the commencement of the annual Executive elections, the vacancy shall be filled by the Sabbatical Officer elect
- 40 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 33 1
- 40 4 If an Alumni Trustee or an External Trustee resigns, is disqualified or is removed from office, an Alumni Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Article 34 1 or 35 1 respectively

TRUSTEES' POWERS AND RESPONSIBILITIES

41 Trustees' general authority

41 1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Standing Orders) may exercise all the powers of the Union

41 2 The Board's powers under Article 41 1 shall include but not be limited to responsibility for

41 2 1 the governance of the Union,

41 2 2 the budget of the Union, and

41 2 3 the strategy of the Union

41 3 The Board of Trustees may override any decision or Policy made by the Members by ordinary resolution in general meeting or by Referendum or by the Student Councils which the Trustees consider (in their absolute discretion)

41 3 1 has or may have any financial implications for the Union,

41 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),

41 3 3 is not or may not be in the best interests of the Union or all or any of its charitable objects, or

41 3 4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 41 2

41 4 No alteration of these Articles or the Standing Orders shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made

41 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

41 5 1 was not properly appointed,

41 5 2 was disqualified from holding office,

41 5 3 had vacated office, or

41 5 4 was not entitled to vote

42 Trustees may delegate

42 1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles

42 1 1 to such person or committee,

42 1 2 by such means (including by power of attorney),

42 1 3 to such an extent,

42 1 4 in relation to such matters or territories, and

42 1 5 on such terms and conditions

as they think fit

42 2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated

42 3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions

43 Committees

43 1 In the case of delegation to committees

43 1 1 the resolution making the delegation shall 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),

43 1 2 subject to Article 44, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify,

43 1 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 promptly to the Trustees and for that purpose every committee shall appoint a secretary,

43 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

44 The Trustees shall establish committees for the furtherance of the strategic aims of the Union, in accordance with their powers under Clause 42 and as detailed in the Standing Orders

44 1 For the avoidance of doubt, the Trustees may (in accordance with Articles 42 and 43 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 of at least one Trustee shall be required for cheques above a certain amount as set out in Standing Order 7 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

44 2 The meetings and proceedings of any committee shall be governed by such regulations and under such terms and conditions as the Trustees shall decide, provided that all such arrangements shall not conflict with these Articles and are not superseded by any Standing Orders

45 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

45 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,

45 2 the Trustees shall provide the Chief Executive with a description of his or her role and the extent of his or her authority,

45 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 sufficient to explain the financial position of the Union, and

45 4 the Trustees shall provide the Chief Executive with a performance management structure to aid his or her work plan and development

46 **The Executive Committee**

46 1 Unless the Trustees determine otherwise, the Executive Committee shall include

46 1 1 the President of the Union,

46 1 2 the Vice-President of the Union, and

46 1 3 the Chair of each Student Council

46 2 The Executive Committee shall meet in accordance with the Standing Orders. The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 41 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee

46 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

DECISION-MAKING BY TRUSTEES

47 **Trustees to take decisions collectively**

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article **Error! Reference source not found.**

48 **Trustees' meetings**

48 1 The Trustees shall hold a minimum of three meetings in any Academic Year

48 2 Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting

49 **Calling a Trustees' meeting**

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

50 **Length of Notice**

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

50 1 all the Trustees agree, or

50 2 urgent circumstances require shorter notice

51 **Contents of Notice**

Every notice calling a Trustees' meeting shall specify

51 1 the place, day and time of the meeting,

51 2 the general particulars of all business to be considered at such meeting, and

51 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

52 **Service of Notice**

Notice of Trustees' meetings shall 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.

53 **Participation in Trustees' meetings**

53 1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

53 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.

53 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.

54 **Quorum for Trustees' meetings**

54 1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

54 2 The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, 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 two Officer Trustees. 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 three.

54 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 a general meeting or election so as to enable the Members to elect further Trustees.

55 **Chair and Deputy Chair**

55 1 The President of the Union shall be the Chair of the Trustees.

55 2 The Trustees shall appoint a Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

55 3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

56 **Casting vote**

Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

57 **Majority decisions without Trustees' meeting**

57 1 The Trustees may, in the circumstances outlined in this Article, make a two-thirds majority decision without holding a Trustees' meeting.

- 57 2 If
- 57 2 1 a Trustee has become aware of a matter on which the Trustees need to take a decision,
- 57 2 2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision,
- 57 2 3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other, and
- 57 2 4 a two-thirds majority of the Trustees vote in favour of a particular decision on that matter
- a decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held
- 57 3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article
- 57 3 1 may be in different places, and may participate at different times, and
- 57 3 2 may communicate with each other by any means
- 57 4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 54
- 57 5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article The process shall include
- 57 5 1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes,
- 57 5 2 the nomination of a person to whom all Trustees' votes must be communicated,
- 57 5 3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval, and
- 57 5 4 the nominated person must prepare a minute of the decision in accordance with Article 65
- 57 6 In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote he or she may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes
- 58 **Conflicts of interest**
- 58 1 Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already

58 2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 57 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 59, he or she must

58 2 1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate,

58 2 2 not be counted in the quorum for that part of the meeting or decision-making process, and

58 2 3 withdraw during the vote and have no vote on the matter

58 3 If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees

58 4 When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her 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 him or her

59 Trustees' power to authorise a conflict of interest

59 1 The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law

59 1 1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest, and

59 1 2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum

provided that when deciding to give such authorisation the provisions of Article 59 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles

59 2 If a matter, or office, employment or position, has been authorised by the Trustees in accordance with this Article then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed

59 3 A Trustee shall not be accountable to the Union for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with this Article (subject to any limits or conditions to which such approval was subject)

PART 4

STUDENT COUNCILS

60 Student Councils

60 1 The three Student Councils (one each for the campuses at Cardiff, Newport and Pontypridd) shall have the authority to

60 1 1 represent the voice of the Students at their respective campus,

- 60 1 2 subject to Article 41 3, set the Policy of the Union and refer Policy to Referenda of the Members (in accordance with the Standing Orders),
- 60 1 3 make, repeal and amend the Standing Orders jointly with the Trustees in accordance with Article 61,
- 60 1 4 receive a quarterly report from the Trustees, and
- 60 2 The composition and proceedings of the Student Councils shall be set out in the Standing Orders No Member may hold more than one seat on any of the Student Councils at any one time

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

61 Standing Orders

The Trustees and the Student Council shall have the power from time to time to jointly make, repeal or amend Standing Orders as to the management of the Union and its working practices provided that such Standing Orders shall not be inconsistent with these Articles

62 Communications by and to the Union

- 62 1 Subject to the provisions of the Companies Acts and these Articles a document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Union) by making it available on a website, provided that

- 62 1 1 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement, and

- 62 1 2 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if

- (a) the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or
- (b) the recipient is deemed to have so agreed in accordance with the Companies Acts

- 62 2 Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Union's register of Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member, provided that

- 62 2 1 a Member whose registered address is not within the United Kingdom and who gives to the Union an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him or her at that address, but otherwise no such Member shall be entitled to receive any notice from the Union, and

- 62 2 2 the Union is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address

- 62 3 Any document to be served on the Union by a Member under the Articles may be served

- 62 3 1 in the case of documents in hard copy form, by sending or delivering them to the Union's registered office or delivering them personally to an officer or Trustee of the Union, or
- 62 3 2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the Members for that purpose provided that the Trustees are satisfied as to the identity of the Member (and the Trustees have discretion to specify how such identity should be confirmed)
- 62 4 A Member present in person or by proxy at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- 62 5 Where any document or information is sent or supplied
- 62 5 1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted,
- 62 5 2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed, and
- 62 5 3 by means of a website, service or delivery shall be deemed to be effected when
- (a) the material is first made available on the website, or
- (b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website
- 62 6 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
- 62 6 1 if the document or information has been sent to a Member and is notice of a general meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, but may in its discretion choose to do so, and
- 62 6 2 in all other cases, the Union will send a hard copy of the document or information to the Member's postal address as shown in the Union's register of Members, or in the case of a recipient who is not a Member, to the last known postal address for that person
- 62 6 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
- 63 **Secretary**
- 63 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
- 63 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

63 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

64 Minutes

64 1 The Trustees shall cause minutes to be made in books kept for the purpose

64 1 1 of all appointments of officers made by the Trustees,

64 1 2 of all resolutions of the Union and of the Trustees, and

64 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 present at 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

64 2 The minutes referred to in Article 64 1 above must be kept for at least ten years from the date of the meeting, resolution or decision

64 3 The minutes of the meetings referred to in Article 64 1 above shall normally be considered open and shall be available to the 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

65 Records and accounts

65 1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 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 and the Charity Commission of

65 1 1 annual reports,

65 1 2 annual returns, and

65 1 3 annual statements of account

65 2 The Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 65 1

66 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 unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it

67 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 general meeting of the Union as if a Member and shall also have the right to receive accounts of the Union when available to Members

68 Exclusion of model articles

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

TRUSTEES' INDEMNITY

69 Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto

DEFINITIONS AND INTERPRETATION

70 Defined terms

70 1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings

Term	Meaning
70 1 1 "Academic Year"	the period between the first week in September in one year and the second week in June in the next year determined by the Union as the period during which Students are required to be registered with the University of South Wales,
70 1 2 "address"	includes a number or address used for the purpose of sending or receiving documents by electronic means,
70 1 3 "Alumni Trustee"	a Trustee appointed in accordance with Article 34 1 who must have graduated from University of South Wales (or the University of Newport or the University of Glamorgan) for a period of at least five years and 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,
70 1 4 "Appointments Committee"	the committee set up in accordance with the Standing Orders
70 1 5 "Articles"	these articles of association of the Union,
70 1 6 "Board of Trustees" or "Board"	the board of Trustees of the Union,

70 1 7	"Standing Orders"	the Standing Orders setting out the working practices of the Union made from time to time in accordance with Article 47,
70 1 8	"Chair"	the chair of the Board of Trustees, who shall be the President of the Union in accordance with Article 55 1,
70 1 9	"Chair of Meetings"	The chair of meetings, who shall be a student Member annually elected through a cross-campus ballot. He or she shall chair the Annual General Meeting and the Student Council.
70 1 10	"Chief Executive"	the Chief Executive of the Union who is appointed by the Board of Trustees,
70 1 11	"circulation date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
70 1 12	"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,
70 1 13	"Code of Practice"	the code of practice relating to University of South Wales's obligations under Section 22 of the Education Act,
70 1 14	"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union,
70 1 15	"Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Union,
70 1 16	"Connected Person"	any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (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 person living with a Trustee or his or her partner, or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital,
70 1 17	"Deputy Chair"	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 55 2,
70 1 18	"document"	includes, unless otherwise specified, any document sent or supplied in electronic form,
70 1 19	"Education Act"	the Education Act 1994,
70 1 20	"Effective Date"	the date on which the undertaking previously carried on by the unincorporated charity known as University of South Wales Students' Union is transferred to the Union,

70 1 21	"electronic form"	has the meaning given in Section 1168 of the Companies Act 2006,
70 1 22	"the Executive Committee"	means the committee comprising the Officer Trustees and the Part-Time Officers as further described in Article 46,
70 1 23	"External Trustee"	a Trustee appointed in accordance with Article 35 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,
70 1 24	"financial expert"	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000,
70 1 25	"hard copy" and "hard copy form"	have the meanings respectively given to them in the Companies Act 2006,
70 1 26	"Hour"	any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England,
70 1 27	"Members"	members of the Union being Students at the University of South Wales as further defined in Article 10 1 1 and the Officer Trustees,
70 1 28	"NUS"	National Union of Students,
70 1 29	"Officer Trustee"	a Trustee elected in accordance with Article 32 1,
70 1 30	"Part-Time Officers"	the Members elected in accordance with the Standing Orders to be officers of the Union while continuing their studies at the University of South Wales,
70 1 31	"Policy"	representative and campaigning policy set by Referenda or the Student Council in accordance with Article 14 and Article 60 respectively,
70 1 32	"Referendum"	a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Standing Orders,
70 1 33	"Sabbatical Officer"	An individual elected to hold an office of the Union during a sabbatical period in accordance with these Articles and the Standing Orders,
70 1 34	"Secure Petition"	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line,
70 1 35	"Standing Orders"	The standing orders setting out the working practices of the Union made from time to time in accordance with Article 47
70 1 36	"Student"	any individual who is formally registered for an approved programme of study provided by the University of South Wales For the avoidance of doubt, the University of South Wales shall determine

- whether or not an individual has student status,
- 70 1 37 **“Student Councils”** the three Student bodies elected by and from Students on the campuses of Cardiff, Newport and Pontypridd and constituted in accordance with these Articles and the Standing Orders of the Union,
- 70 1 38 **“Student Trustee”** a Trustee elected in accordance with Article 33 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,
- 70 1 39 **“Subsidiary Company”** 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,
- 70 1 40 **“Trustee”** and the Officer Trustees, the Student Trustees, the Alumni **“Trustees”** Trustee and the External Trustees,
- 70 1 41 **“Union”** USWSU,
- 70 1 42 **“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, and
- 70 1 43 **“University of South Wales”** A higher education corporation under the 1988 Education Reform Act The University of Wales, Newport was dissolved (by Order of Welsh Government) on 11 April 2013 and its assets and liabilities were passed to the University of Glamorgan which, on the same date, changed its name (by Order of the Privy Council) The name will apply to all former entities of the University of Glamorgan and the University of Wales, Newport
- 70 2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa
- 70 3 Subject to Article 70 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
- 70 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