



University of
Salford
MANCHESTER

Ordinances as at JULY 2023

Preface

The organising principles for the Ordinances are as follows:

- A – Governance
- B – Official Positions (non-management)
- C – Management
- D – Finance
- E – Other Matters

The Ordinances constitute internal legislation and are approved by the Council. Subsequent amendments, additions or deletions will also be approved by Council. The term Regulations is used in the context of broadly academic matters, falling within the purview of the Senate and accordingly, approval of Regulations will be sought through Senate.

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Appendix A **Standing Orders for Council, Senate and their Standing Committees**

Appendix B **Constitution of the University of Salford Students' Union**

INTRODUCTION

The University Council and Senate and Standing Committees of these bodies will at all times endeavour to operate in accordance with the highest standards of corporate governance. The duties of Council members for discharging the responsibilities of Council is set out in the Statutes and their personal responsibilities are set out in a Code of Conduct. The duties of Senate members are set out in the Ordinance for the Senate.

Through its governance framework, the University recognises the distinction between management and governance. Management is the process of directing and controlling an entity for the purpose of co-ordinating and harmonizing the organisation towards accomplishing a goal, deploying and directing human, financial, technological and natural resources to that end. Governance describes the processes of decision making which grant authority (e.g., institutional strategy and policy), define expectations and verify performance (e.g., through pro-active monitoring).

Definitions and Interpretation

In these Ordinances the following definitions shall apply: -

- "Code of Conduct"** means the [Code of Conduct](#) for Members of Council and Senior Officers and as amended from time to time.
- "Standing Committees"** shall have the meaning set out in paragraph 1.1 of the Standing Orders.
- "Standing Orders"** means the standing orders for Council, Senate and their Standing Committees as set out in Appendix A to these Ordinances.

Words defined in the Charter and Statutes shall have the same meaning in these Ordinances unless the context requires otherwise.

These Ordinances shall be interpreted in such manner as not to conflict with the Charter and Statutes.

1. ORDINANCE FOR GOVERNANCE

- 1.1 The Council is the supreme governing body of the University and as such is responsible for ensuring that policies, processes and procedures are in place which allow for the effective operation of the University. The Senate is the academic authority of the University, with responsibility for monitoring the academic quality and standards of the University. Council delegates to Senate functions relating to the planning, co-ordination, development and supervision of the academic work of the University. Council and Senate will review their effectiveness on a regular basis and Council will review overall institutional performance. In carrying out these activities, measures will be taken to ensure that Council and Senate have cognisance of relevant and appropriate data and guidance.

2. ORDINANCE FOR COUNCIL AND COUNCIL STANDING COMMITTEES

- 2.1 The functions of Council are set out in Statute 5 and the responsibilities of Council members are set out in Statute 6. The responsibilities and duties of Council members are set out in more detail in the Code of Conduct. The Code of Conduct outlines Council members' responsibility to observe the highest standards of governance. In particular, Council members are expected to observe the Seven Principles of Public Life, published by the Committee on Standards in Public Life, namely; selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 2.2 Council shall determine the process of appointment to Council to ensure the composition of Council as stipulated in Statute 4, and the process for such appointments is set out in Ordinance 8.
- 2.3 Council has established the following standing committees: -
- 2.3.1 Audit and Risk Committee;
 - 2.3.2 Finance and Resources Committee;
 - 2.3.3 Governance, Nominations and Ethics Committee;
 - 2.3.4 Remuneration Committee.
- 2.4 The Honorary Degrees Committee is a joint committee of Council and Senate and is covered in Ordinance 4.
- 2.5 Standing Orders for Council, Senate and standing committees of these bodies (including joint committees) are attached as Appendix A.
- 2.6 Current [terms of reference for Standing Committees of Council](#) can be found on the University's website.

3. ORDINANCE FOR SENATE

3.1 Section 10 of the Charter provides: -

"There shall be a Senate of the University which shall oversee teaching, learning, education and research and maintain the academic quality and standards of the University."

3.2 The primary duty of Senate shall be to oversee the academic quality and standards of the University and to ensure that its academic activities, including mutually beneficial collaborations, flourish, develop and are enterprising in all aspects. The Senate shall have an important role in assuring the academic standards of its awards and the high quality of learning opportunities provided to students.

3.3 The Senate shall sustain the University's distinctive integration of learning and teaching, research and innovation and academic enterprise.

3.4 Subject to the provisions of the Charter, the Statutes and these Ordinances, Senate may, within the responsibilities delegated to it by the Council, make, add to, amend or revoke Regulations relating to:

- (a) teaching, research, programmes of study and the award of degrees and other academic distinctions;
- (b) the conduct of examinations;
- (c) the requirements for admission to the University and to any particular scheme of study;
- (d) the conditions under which Students shall be permitted to continue their studies in the University;
- (e) academic robes; and
- (f) the discipline of the Students of the University.

3.5 The terms of reference of Senate shall be:

- i) To assure the quality of learning opportunities, academic practice and the student experience and promote their enhancement.
- ii) To develop and promote the University's academic strategies and work in learning, teaching, enterprise, research and innovation, fostering academic freedom in relating to these activities.
- iii) To determine and regularly review the University's academic regulations, policies and procedures.
- iv) To regulate the admission, assessment and academic conduct of students and the award or withdrawal of credit and qualifications and related academic decisions.
- v) To scrutinise academic performance against student related measures of success and to investigate any arising risk or matters of concern in relation to student recruitment, retention, completion, graduate outcomes, equality and diversity of the student population, including widening access issues.
- vi) To scrutinise academic performance against academic staff-related measures of success and to investigate any arising risk and matters of concern relating to teaching, research and knowledge exchange performance, equality and diversity of

the academic staff population, recruitment, training, retention and career progression of academic staff.

- vii) To ensure that the University is compliant with all relevant external regulatory requirements that relate to Senate's remit and responsibilities as set out under the University's Ordinances.
 - viii) To consider issues of major and strategic academic importance and risk to the University, reporting to Council on matters of concern.
 - ix) To oversee the approval, review and withdrawal of award and credit-bearing provision and related collaborative partnerships.
 - x) To oversee audits of the operation of academic regulations, policies and procedures.
 - xi) To oversee the effectiveness of academic activities and entities and the University's academic governance.
 - xii) To advise Council, through Executive, on the academic merits of the establishment or disestablishment of academic units of organisation.
 - xiii) To advise Council and the Vice-Chancellor on any matter under the terms of Clause 10 of the Charter.
 - xiv) To establish committees and working groups necessary for the effective execution of Senate responsibilities.
- 3.6 The membership of Senate shall comprise a maximum of thirty-three members (ten ex-officio, twenty staff and three student members).
- 3.7 The following post-holders shall be ex officio members of Senate:
- (a) the Vice-Chancellor, who shall chair the Senate;
 - (b) the Pro Vice Chancellors (3);
 - (c) the Associate Pro Vice-Chancellor (Education and Student Experience; and Equity, Diversity and Inclusivity) (2);
 - (d) Deans of School (4).
- 3.8 Of the twenty staff members, four are elected by and from the academic staff of each School, four are nominated by the Dean of each School (from the academic staff of each School) and the remaining twelve staff shall be elected by and from the academic staff of the University. The process for election of staff, including the filling of casual vacancies, shall be determined by Senate.
- 3.9 Staff members shall be appointed to Senate on the basis of their standing, leadership, knowledge and relevant experience to ensure that the membership of Senate provides appropriate expertise of academic quality, standards and enhancement through: engagement with relevant external agencies or processes; the student experience and the learning environment; or leadership and practice in teaching and learning, research or academic enterprise.
- 3.10 Staff members of Senate, whether appointed or elected, shall serve a period of office of three years in the first instance but may serve for a further term of office to serve a maximum of six years consecutively. Staff who have served the maximum consecutive six-year period of office shall be eligible for re-appointment or re-election to Senate only after an interruption in their membership of three years.

- 3.11 Three student members, normally including both Undergraduate and Postgraduate students and nominated by the Students' Union Trustee Board from among the Union's sabbatical officers, shall be appointed to Senate.
- 3.12 In their service on Senate and its committees, members shall be expected to:
- i) uphold the University's commitment to academic freedom and equity as set out in the Charter and assure the highest ethical standards of academic practice and governance.
 - ii) act corporately in the best interests of the University, serving its further development and advancement.
 - iii) assure the University's corporate responsibilities and obligations under law, regulation and public and University policy and with reference to national expectations and guidance on qualifications frameworks and the assurance of academic quality and standards in higher education.
 - iv) act in good faith, honestly and properly, exercising appropriate care and diligence.
 - v) disclose and, wherever possible, avoid conflicts of interest.
- 3.13 Senate shall establish such standing and non-standing committees as it determines necessary to conduct its business effectively. Senate shall determine or modify the terms of reference and constitution of its committees. Senate shall review the effectiveness of its committees and shall modify academic governance arrangements as it determines necessary to fulfil its purpose and primary duty.
- 3.14 Standing Orders for Council, Senate and standing committees of these bodies (including joint committees) are attached as Appendix A; this includes the manner of reconvening adjourned meetings and the period of notice to be given.
- 3.15 The Chair of Senate shall have the right to be in attendance at any meeting of the Senate's standing committees or their sub-committees.
- 3.16 Current [terms of reference and membership details for Senate and its committees](#) can be found on the University's internal website.

4. ORDINANCE FOR JOINT COMMITTEES OF COUNCIL AND SENATE

- 4.1 Joint committees of Council and Senate may be established, modified and dissolved with the agreement of both the Council and Senate.
- 4.2 The terms of reference of joint committees of Council and Senate shall relate to the legitimate business of both the Council and Senate and shall require the approval of both the Council and Senate.
- 4.3 The constitution of joint committees of Council and Senate shall include representatives of both the Council and Senate, although not necessarily in equal number, and shall require the approval of both the Council and Senate.
- 4.4 Joint committees shall report to both the Council and Senate.
- 4.5 **Honorary Degrees Committee**
 - 4.5.1 Honorary Degrees Committee receives delegated authority on behalf of Council and Senate to consider and approve candidates for the award of honorary degrees and fellowships ensuring that all such awards are conferred on individuals whose achievements and activities are resonant with the core values of the University and that candidates considered and awards conferred reflect the range of academic endeavor in which the University is engaged.
 - 4.5.2 Honorary Degrees Committee considers matters including rescinding of awards previously bestowed by the University.
 - 4.5.3 Current [terms of reference for Standing Committees of Council](#) can be found on the University's website.

5. ORDINANCE FOR THE CHANCELLOR

5.1 Section 6 of the Charter provides that: -

"There shall be a Chancellor of the University who shall be entitled to confer Degrees and other academic awards of the University."

5.2 The Chancellor will be appointed by the Council following a process of search, consultation and selection on terms of appointment determined by the Council.

5.3 The Chancellor shall hold office for a fixed period of not normally less than five years as determined by Council or until resignation or removal if sooner. The period of appointment may be extended for a further period to be determined by Council, subject always to a maximum term of ten years.

5.4 The Chancellor shall not be a member of Council, Senate or any standing committee thereof, nor a student or staff member of the University and shall receive no remuneration other than expenses incurred.

5.5 The Chancellor shall not have the power to bind the University to a course of action.

5.6 The Chancellor may resign by written communication to the University Secretary and the appointment may, for good reason, be revoked by Council, as set out in the Ordinance 10 - Removal of the Chancellor, Pro-Chancellors and Members of Council.

5.7 During a vacancy in the office of the Chancellor, or during their inability through illness or any other cause to perform their duties, the duties of that office shall be performed by a Pro-Chancellor as outlined in the Ordinance for Pro-Chancellor.

5.8 Upon a vacancy in the office of Chancellor, Council shall appoint a Chancellor on the recommendation of the Governance, Nominations and Ethics Committee.

6. ORDINANCE FOR THE TITLE OF PRO-CHANCELLOR

- 6.1 The Chair of Council shall ex officio be a Pro-Chancellor for the duration of their period of office as Chair of Council.
- 6.2 The Council may also confer the title of Pro-Chancellor on other members of Council, or other persons deemed suitable by the Council who are not current staff or students of the University.
- 6.3 With the exception of conferment of degrees and other academic awards of the University, Pro-Chancellors may perform such others of the Chancellor's functions (as determined by Council in accordance with the Ordinance for the Chancellor) as may be agreed by the Council.
- 6.4 Subject to earlier removal by the Council as provided for under the Ordinance for the Removal of the Chancellor, Pro-Chancellors and Members of Council, Pro-Chancellors appointed under paragraph 6.1 above shall hold office for a period of three years and be eligible for reappointment for one further period of three years.
- 6.5 Pro-Chancellors appointed under paragraph 6.1 above shall: -
- 6.5.1 receive no remuneration other than expenses incurred; and
 - 6.5.2 not have the power to bind the University to a course of action.
- 6.6 A Pro-Chancellor shall, during a vacancy in the office of Chancellor or in the absence of the appointed Chancellor, perform all the functions of the Chancellor, notwithstanding the exception referred to in paragraph 6.2 above.
- 6.7 If there is more than one Pro-Chancellor in office, the Pro-Chancellor who has held office for the longest consecutive period shall deputise for the Chancellor.
- 6.8 Pro-Chancellors may resign from the post by notifying the University Secretary, provided that, if they are Chair of Council, they resign from that office at the same time.
- 6.9 If a Pro-Chancellor is either appointed a member of staff of the University or registered as a student of the University, they shall immediately cease to be a Pro-Chancellor.

7. ORDINANCE FOR THE TITLE OF PROFESSOR EMERITUS

- 7.1 Senate may confer the title of Professor Emeritus upon any person who at the time of their retirement or voluntary redundancy has held the appointment of Professor in the University. Senate will approve processes and procedures for the consideration of persons for this title (including for the revocation of a title previously bestowed by the University)
- 7.2 This title is an honour in the gift of the University in recognition of distinguished service and there is no appeal should the University decide not to award the title.
- 7.3 The title of Professor Emeritus shall normally be conferred only if the recipient has been a member of academic staff at the University for a period of no less than 10 years.
- 7.4 On ceremonial occasions, a Professor Emeritus shall have the same privileges as a member of Senate but shall not be eligible for membership of Council or Senate or any of their committees.
- 7.5 No other rights, benefits or privileges are automatically attached in the conferment, but holders of the title may be invited to undertake teaching at the University on an occasional basis.

8. ORDINANCE FOR APPOINTMENT OF MEMBERS OF COUNCIL

8.1 Statutes 4.1 prescribes: -

"The Council shall be comprised of a maximum of twenty-four Council members. The Council shall consist of a majority of Independent Members. The procedure for the appointment of Independent Members and Internal Members shall be prescribed in Ordinances."

This Ordinance elaborates the processes for the appointment of members of Council.

8.2 Statute 4.3 prescribes that: -

"Internal members shall include

the Vice-Chancellor;

a minimum of three Staff Members, of whom:

(a) one shall be appointed by the Senate;

(b) one shall be nominated from among the Academic Staff of the University; and

(c) one shall be nominated from among all other Staff of the University; and

Two Student Members nominated by the Students' Union."

8.3 All other appointments of members are made by recommendation to Council of the Governance, Nominations and Ethics Committee. In making its recommendations, the Governance, Nominations and Ethics Committee will consider the following:

(a) that independent members shall always be in the majority;

(b) the balance of skills and experience of Members required optimally to inform Council decisions and to assist it to discharge its functions as set out in Statute 5;

(c) that, as far as possible, membership of the Council reflects gender and other equality considerations;

(d) that persons recommended for membership are fit and proper persons through appropriate due diligence processes; that they are aware of the requirement to act in accordance with accepted standards of behaviour in public life and to act in the interests of the University as a whole rather than as representative of any constituency or interest group.

8.4 The appointment of the Chair and Deputy Chair of Council is made by recommendation to Council by the Governance, Nominations and Ethics Committee, and if the Chair or Deputy Chair of Council is not an independent member of Council prior to appointment, such a recommendation will be made by the Governance, Nominations and Ethics Committee to Council following a process of search, consultation and selection on terms of appointment determined by the Council.

8.5 The Governance, Nominations and Ethics Committee will recommend independent and other internal members for appointment to Council through processes approved by Council, to solicit, receive and review names of potential candidates, and such recommendations will include those co-opted members of Standing Committees who have been appointed via an independent Council members recruitment process.

- 8.6 Processes for the appointment of one academic staff member and one non-academic staff member of the University as provided for under Statutes 4.3.2(b) and (c) will include the opportunity for nomination of prospective candidates under processes specified by the Council to the Governance, Nominations and Ethics Committee by eligible staff in the relevant categories as well as from other sources specified by the Council.
- 8.7 The appointment by Council of two student members will be made by recommendation of the Trustee Board of the Students' Union to the Governance, Nominations and Ethics Committee which will make its recommendation to Council in the usual way. It is preferable, but not mandatory, for one student member to be an undergraduate and the other to be a postgraduate.

9. ORDINANCE FOR ROLE OF CHAIR, DEPUTY CHAIR AND LEAD MEMBERS OF COUNCIL

9.1 Chair

9.1.1 The Chair of Council shall be appointed to Council pursuant to paragraph 0 of Ordinance 8.

9.1.2 The role of the Chair of Council is to: -

- (a) lead Council;
- (b) establish performance objectives for the Vice-Chancellor and conduct an annual appraisal of performance against those objectives;
- (c) together with Council: -
 - (i) hold the Executive to account for its leadership and management of the University;
 - (ii) undertake the functions outlined in the Charter & Statutes;
 - (iii) consider and approve the University's strategy objectives and, with the Executive, develop a road map for implementation;
 - (iv) provide constructive challenge and support to the Executive in delivering the University's strategy;
 - (v) monitor the University's performance against its strategic objectives;
 - (vi) support the Executive in further enhancing the University's relationships with its stakeholders and with its regulators;
 - (vii) develop a succession plan for their role; and
 - (viii) ensure that Council reflects the appropriate mix of skills and experience to effectively fulfil its responsibilities.

9.2 Deputy Chair

9.2.1 The Deputy Chair of Council shall be appointed to Council pursuant to paragraph 0 of Ordinance 8.

9.2.2 The role of the Deputy Chair of Council is to: -

- (a) provide appropriate advice and support for the Chair;
- (b) on occasions when the Chair is unable to discharge their office as Chair as a result of a potential conflict of interest or unavoidable absence, assume the role of Acting Chair, and to chair meetings of Council and relevant standing committees;
- (c) support the Chair in the fulfilment of their duties, including (without limitation): -
 - (i) representing Council or the University (in circumstances where the Chair would otherwise fulfil this role);
 - (ii) attending internal and external meetings as necessary;

- (iii) maintaining relationships with Council members and other members of standing committees; and
- (iv) representing Council within the University and maintaining a positive profile with students, staff and wider stakeholders.

9.3 Lead Members

- 9.3.1 Lead Members are discretionary roles and may be appointed by Council from the independent membership
- 9.3.2 The purpose of Lead Members is to assist Council in fulfilling its responsibility for the review and monitoring of the management of the University and its performance, Council shall appoint independent members of Council to act as Lead Members for specific business areas. Lead Members shall report back to Council on a periodic basis, allowing Council members appropriate scrutiny of relevant operational and strategic issues.
- 9.3.3 The appointment, detailed terms of reference and period of office of Lead Members shall be determined by the Council.
- 9.3.4 Lead Members have responsibility for working with management leads in specific areas of business. Lead Members have general responsibility for:
 - (a) ensuring that processes are in place to assure themselves that the business area assigned to them is well managed;
 - (b) assuring themselves that decisions are evidence based;
 - (c) assuring themselves that decisions are arrived at after due process and include effective risk management; and
 - (d) assuring themselves that decisions made are aligned to institutional and local strategy.

10. ORDINANCE FOR THE REMOVAL OF THE CHANCELLOR, PRO-CHANCELLORS AND MEMBERS OF COUNCIL (INCLUDING CHAIR, DEPUTY CHAIR AND LEAD MEMBERS)

- 10.1 Holders of the posts of Chancellor and Pro-Chancellor and appointed or elected members of Council (including the Chair, Deputy Chair and Lead Members) may for good reason be removed from office by the Council.
- 10.2 Good reason for the removal of a Chancellor or Pro-Chancellor or the termination of Council membership (including the Chair, Deputy Chair and Lead Members) shall, without prejudice to other valid reasons determined by Council, include:
- (a) conviction for an offence which, in the opinion of the Council, renders the person unfit to carry out the duties associated with their office or Council membership;
 - (b) conduct which the Council deems incompatible with the duties of the office or Council membership; and
 - (c) persistent failure to perform the duties of their office or Council membership.
- 10.3 Proposals to Council for the removal of the Chancellor, Pro-Chancellors or members of the Council (including the Chair, Deputy Chair and Lead Members) will be made on the motion of the Chair (or Deputy Chair if the proposal is for the removal of the Chair) following a process of review by the Governance, Nominations and Ethics Committee which may include informal discussions with the post holders or members concerned. Resignation - in writing to the University Secretary by post holders or members will automatically terminate a process of review.

11. ORDINANCE FOR THE VICE-CHANCELLOR

11.1 Section 7 of the Charter prescribes that: -

"There shall be a Vice-Chancellor of the University who shall be the chief executive officer of the University and shall have a general responsibility to the Council for maintaining and promoting the efficiency and good order of the University. He or she shall also be the Chair of the Senate and shall in the absence of the Chancellor confer Degrees and other academic awards."

11.2 The Vice-Chancellor will be appointed by the Council following a process of search, consultation and selection determined by the Council. The terms of appointment, functions and duties to be performed by the Vice-Chancellor shall also be determined by the Council. Appointment to the position of Vice-Chancellor will normally include conferral of the title of "Professor".

11.3 During a vacancy in the office of Vice-Chancellor or in the event of their inability through illness or any other cause to perform their duties for a period likely to exceed three months, the Council shall appoint a suitable person as Acting Vice-Chancellor for such period and on such conditions as the Council may determine.

11.4 Responsibility for monitoring the performance of the Vice-Chancellor shall rest with the Council.

11.5 Steps may be taken to remove the Vice-Chancellor from office for good cause in accordance with this Ordinance. For the purposes of this Ordinance what constitutes 'good cause' shall be determined from time to time by the Council but includes a situation where one or more of the following circumstances apply to the Vice-Chancellor:

- (a) failing or neglecting efficiently and diligently to carry out any of their duties to the reasonable satisfaction of the Council;
- (b) conviction of any criminal offence punishable with a term of imprisonment (whether immediate or suspended);
- (c) any act of gross misconduct, gross negligence or any other serious breach of contract;
- (d) being adjudged bankrupt or being subject to a receiving order or administration order or making any arrangement or composition with their creditors generally or otherwise taking advantage of any statute from time to time in force offering relief for insolvency debtors;
- (e) serious breach of any rules issued by the University relating to the use of information technology, computer systems, e-mail or the internet;
- (f) persistent or serious failure to comply with any reasonable instructions or directions of the Council; or
- (g) any conduct which brings the University into serious disrepute.

11.6 The procedure to consider removal of the Vice-Chancellor shall be as follows:

11.6.1 a complaint seeking the removal from office of the Vice-Chancellor for good cause is made either in writing to the Chair of Council by at least three members of the Council or by the Chair of Council of their own motion (referred to below as "**Complaint**");

- 11.6.2 the Chair of Council shall notify the Vice-Chancellor of each Complaint and, where a Complaint is made to the Chair of Council in writing, shall provide the Vice-Chancellor with a copy of that Complaint;
- 11.6.3 the Chair of Council shall consider each Complaint and decide whether, on the basis of the material before them, there is on the face of such Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office;
- 11.6.4 if the Chair of Council decides that there is not on the face of any Complaint a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall recommend to the Council that no further action should be taken upon such Complaint. If, on consideration of such Complaint and the Chair of Council's recommendation in respect of such Complaint¹, the Council decides that no further action should be taken upon such Complaint, then the Vice-Chancellor will be notified of this decision either at the meeting of the Council at which the decision is made (if the Vice-Chancellor is present at such meeting) or as soon as possible after the meeting of the Council at which this decision is made (if the Vice-Chancellor is not present at such meeting). (Where the Vice-Chancellor is present at the meeting of Council which decides no further action should be taken, confirmation of this decision will follow by written notification);
- 11.6.5 if it is decided, either by the Chair of Council under paragraph 0 above or by the Council under paragraph 0 above, that there is, on the face of any Complaint, a case which, if proved, could constitute good cause for the Vice-Chancellor's removal from office, the Chair of Council shall:
- (a) have the power to suspend the Vice-Chancellor pending consideration and, if applicable under paragraph (a) below, investigation of the Complaint. Such suspension shall be on full pay and without prejudice and may be with such conditions as the Chair of Council may deem appropriate;
 - (b) consider whether a detailed investigation process is required. In certain cases (for example where the facts are self-evident or conduct is admitted by the Vice-Chancellor), the Chair of Council may deem that an independent investigator is not required;
 - (c) subject to paragraph 0 below, appoint an independent (i.e., not a member of the Council nor employee of the University) investigator to investigate the Complaint where the Chair of Council decides that a more detailed investigation is required;
 - (d) subject to paragraph 0 below, establish a special committee (referred to below as 'Special Committee') to hear and consider the Complaint and to make recommendations to the Council as to whether or not the Complaint is upheld and, if the Complaint is upheld, whether or not the Vice-Chancellor should be removed from office.
 - (e) notify the Vice-Chancellor of the process to deal with the Complaint as set out above and taking account of the procedure determined by the Special Committee under paragraph 0 below and of the Vice-Chancellor's rights in respect of that process and procedure.

11.7 The Special Committee shall be comprised as follows:

- 11.7.1 an independent (i.e., not a member of the Council) Chair;
- 11.7.2 an independent member of the Council; and
- 11.7.3 an internal member of the Council (as defined in Statute 4.3).

¹ The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the Chair of Council's recommendation can be considered.

- 11.8 To the extent that it has not otherwise already been determined by the Council, the procedure for the Special Committee to hear and consider any Complaint shall be determined by the Special Committee on its formation, taking into account:
- 11.8.1 the Complaint;
 - 11.8.2 the investigation process carried out regarding the Complaint (if any); and
 - 11.8.3 relevant legal and procedural advice to ensure that the procedure is consistent with the principles of natural justice.
- 11.9 The Special Committee shall report its recommendation in respect of the Complaint to the Council² and it will be for the Council to decide whether or not to follow that recommendation. The Vice-Chancellor shall be notified of the recommendation of the Special Committee at the same time as the recommendation is reported to the Council.
- 11.10 If the Council decides that the Complaint is upheld and that the Vice-Chancellor should be removed from office, the Vice-Chancellor shall be so removed with immediate effect.
- 11.11 If the Council decides that:
- 11.11.1 the Complaint is upheld but that the Vice-Chancellor should not be removed from office; or
 - 11.11.2 the Complaint is not upheld,
- the appointment of the Vice-Chancellor will continue. (Any suspension under paragraph 0 will be immediately lifted and the Vice-Chancellor shall resume their office with immediate effect).
- 11.12 Except where the decision of the Council under paragraph 0 or 0 is made during a hearing or meeting at which the Vice-Chancellor is present, the Vice-Chancellor shall be notified of the decision of the Council as soon as possible after the hearing or meeting of the Council at which the decision is made. (Where the Vice-Chancellor is present at a hearing or meeting at which the decision of the Council is made, confirmation of that decision will follow by written notification).
- 11.13 The decision of the Council in respect of any Complaint is final and there is no right of appeal for the Vice-Chancellor on any grounds against:
- 11.13.1 any decision (in whole or in part) of the Council; or
 - 11.13.2 any decision or other action (in whole or in part) of the Chair of Council; or
 - 11.13.3 any recommendation (in whole or in part) of the Special Committee.
- 11.14 If for any reason the Chair of Council declines or fails to act, or is required by Council to cease acting, in respect of any Complaint, then the Council may appoint one of its other members to fulfil the role of Chair of Council in respect of such Complaint under this Ordinance and, in that eventuality, reference to the Chair of Council in this Ordinance will be construed accordingly.
- 11.15 Where this Ordinance provides for notification to be given to the Vice-Chancellor, then such notification will be in writing and sent to their home address or personal email.
- 11.16 To be clear, in respect of all Complaints:

² The Chair of Council may convene a special meeting of the Council under Section 4.2 of Standing Orders (Appendix A to the Ordinances) so that the Complaint and the recommendation of the Special Committee can be considered.

- 11.16.1 the Chair of Council has delegated authority from the Council to make decisions and to take the steps for which the Chair of Council is stated to have responsibility under paragraph 0 above. However, where the Chair of Council is making any decision or taking any step under paragraph 0 above, they will endeavour (where this is practicable) to consult with at least 3 other members of the Council (and to take account of the views of such other members of the Council) before making such decision or taking such step; and
- 11.16.2 all decisions made, and steps taken by the Chair of Council under paragraph 0 shall be reported by the Chair of Council to the other members of the Council.

12. ORDINANCE FOR UNIVERSITY SECRETARY

- 12.1 In accordance with Section 8 of the Charter, Council has determined that there will be a University Secretary who will act as Secretary to the Council. Council will determine the functions and duties to be performed by the University Secretary.

Appointment

- 12.2 Council will determine the process of search, and selection for the University Secretary. The Chair of Council, or nominated deputy, shall chair the selection panel for the appointment of the University Secretary or shall, in the instance of Ordinance 12.3 below, co-determine the process of search and selection and co-chair the selection panel for the appointment of the dual role.
- 12.3 The University Secretary may combine the role of Secretary to the Council with responsibilities as a Senior Manager and a member of the Executive. Further details regarding this dual role may be found in Annex A to the Code of Conduct; the Role and Responsibilities of the University Secretary as Secretary to the Council.

Removal

- 12.4 Given the dual reporting lines of the University Secretary, the process for removal from office differs slightly from the University's normal human resources policies and procedures. Grounds for disciplinary action and removal shall be consistent with the University's normal human resource policies and procedures and shall include failing or neglecting efficiently and diligently to carry out any of their duties to the reasonable satisfaction of Council; however, steps shall be taken to ensure that the Chair of Council, on behalf of Council, has the lead role in any decision to initiate proceedings which may lead to the removal from office of the University Secretary. In such an eventuality, which may be initiated by a complaint by a member of Council (including the Vice-Chancellor), the Chair of Council, advised by the Executive Director of Human Resources and/or other appropriate members of management, shall draw up a protocol for approval by Council (or the Chair of Council acting on Council's behalf) to enable proceedings to be initiated and concluded. This protocol, which shall include arrangements for initial investigation, a hearing (if required) and any subsequent appeal process, shall be consistent with the principles of the University's normal human resource policies and procedures although details may vary according to the matter under consideration.

13. ORDINANCE FOR OTHER OFFICERS

- 13.1 In accordance with section 8 of the Charter, Council may determine the need for other officers of the University to perform such functions and duties as may be determined by Council
- 13.2 For other posts determined by Council in relation to paragraph 0 above, Council may delegate confirmation of the process of search, consultation and selection to the Vice-Chancellor and/or other officers as determined by the Vice-Chancellor.
- 13.3 An independent Council member shall be on the selection panel for all posts for which Remuneration Committee is responsible for determination of salary. Removal of other officers shall be consistent with the University's normal human resources policies and procedures, with the proviso that the Vice-Chancellor shall ensure that, if action is proposed that may result in the removal of an officer holding one of the posts for which Remuneration Committee is responsible for determination of salary, there should be consultation with the Chair of Council.

14. ORDINANCE FOR FINANCIAL AND OTHER INTERESTS

- 14.1 Members of Council and Senior Officers[†] of the University, may not have any interest in any tangible or intangible property belonging to the University other than as a trustee.
- 14.2 Members of Council and Senior Officers[†] should declare any: -
- 14.2.1 financial or other interest in any business or proposed business for the supply of goods or services to the University;
 - 14.2.2 pecuniary, family or other personal interest in any item of business before Council or one of its committees as soon as practicable, and in accordance with the procedures set out in the Code of Conduct ^{and} following any such declaration shall abide by the attendance requirements set out in the Code of Conduct.
- 14.3 In respect of receipt of any offer, gift, favour or hospitality, members of Council and Senior Officers[†] should act in accordance with the Code of Conduct.
- 14.4 A register of financial and other relevant interests of members of Council and Senior Officers[†] will be maintained, which will include:
- (a) all positions, appointments or other employment with any other organisation; in each case whether remunerated and non-remunerated;
 - (b) details of any self-employed business, business ventures, consultancy or other related activities (remunerated and non-remunerated);
 - (c) details of any contractual or other relationship (whether financial or non-financial) with any other company, public authority, public service or any other organisation (this includes directorships, partnerships, consultancy activity, elected office, board membership, traineeships or participation in the management of charities and any other appointments or positions of authority or influence, whether paid or unpaid);
 - (d) details of any relevant financial or non-financial interests of spouses, partners (including civil partners) or other immediate family members.

[†] This term includes both officers as determined by the Council in accordance with Section 8 of the Charter and other officers as determined by the Vice-Chancellor

15. ORDINANCE FOR CONTRACTS

- 15.1 Any contract may be made on behalf of the University by any person acting under the express or implied authority of Council as set out in the University's Financial Regulations and such contract may be varied or discharged in the same manner.
- 15.2 Any contract that is required to be made, varied or discharged by the University as a deed shall be executed by the affixing of the University's common seal to such contract in the presence of an officer (or officers) as specified in the University's Financial Regulations.

16. ORDINANCE FOR THE STUDENTS' UNION

16.1 Section 11 of the Charter provides;

“There shall be a Students' Union of the University which shall conduct and manage its own affairs and funds in accordance with a constitution approved by the Council.”

16.2 The objects of the Student's Union (the '**Union**') as reflected in the Union's current constitution) are:

- i) the advancement of education for students at the University of Salford for the public benefit by:
 - (a) promoting the interests and welfare of students at the University of Salford during their course of study and representing, supporting and advising students;
 - (b) being the recognised representative channel between students and the University of Salford and any other external bodies; and
 - (c) providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its students.

16.3 The Constitution of the Union is attached to these Ordinances at Appendix B. The Constitution shall be subject to review and approval by Council at intervals of not less than five years.

17. ORDINANCE FOR CONFERRING BENEFITS ON COUNCIL MEMBERS

17.1 For the purposes of Article 5 of the Charter the following are permitted:

- the benefit described by sub-clause (2) of this clause;
- the benefit described by sub-clause (3) provided that the Council members as charity trustees follow the procedure and observe the conditions set out in sub-clause (4) of this clause; and/or
- any benefit authorised in writing by the Council.

And in this clause, benefit has the same meaning as Article 5 of the Charter.

17.2 A Council member may enter into a contract for the supply of goods or services to the University where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act 1993.

- (a) A Council member may receive a benefit from the University in the capacity of a beneficiary of the University.
- (b) A Council member may be employed or engaged by the University other than for acting as a Council member.
- (c) A Council member may receive benefits for acting as a Council member provided the Council members have in addition to meeting the requirements of 16(4):
 - (i) read considered and taken into account the published guidance of the Charity Commission (and of any other body which regulates the University) relating to the remuneration of charity trustees for acting as such;
 - (ii) resolved that it is clearly in the interests of the University that the Council member in question be awarded the remuneration in question; and
 - (iii) resolved after taking reasonable steps to identify and consider all other reasonably available options for recruiting or retaining a suitable candidate for the role of Council member, that offering the remuneration in question provides a significant and clear advantage over all the other options available.
- (d) A company of which a Council member is a member may receive fees, remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Council member holds no more than 1% of the issued capital of that company.

17.4

- (a) The University and its Council member(s) may only rely upon the authority provided by sub-clause 16(3) if each of the following conditions is satisfied:
 - (i) The remuneration or other sums paid to the Council member do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The conflicted Council members are absent from the part of any meeting at which there is discussion of:
 - his or her employment or remuneration, or any matter concerning the contract or arrangement; or
 - his or her performance in the employment or office, or his or her performance of the contract; or

- any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 16(3);
 - if applicable, the matters described in sub-clause 16(3)(c); or
 - any other matter relating to a payment, or the conferring of any benefit permitted by sub-clause 16(3).
- (iii) The conflicted Council members do not vote on any such matter and are not to be counted when calculating whether a quorum of Council members is present at the meeting.
- (iv) The non-conflicted Council member(s) are satisfied that it is in the interests of the University to employ or to contract with that Council member rather than with someone who is not a Council member. In reaching that decision the non-conflicted Council members must balance the advantage of employing a Council member against the disadvantages of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).
- (v) The reason for their decision is recorded by the non-conflicted Council members.
- (vi) A majority of the Council members then in office are non-conflicted.
- (vii) If a Council member receives remuneration, it shall be disclosed in the accounts at least to the extent of any other related party transaction.

17.5 In sub-clauses (1)-(4) of this clause:

- (a) and more particularly for the purposes of clause 16(3)(b), the employment or remuneration of a Council member includes the engagement or remuneration of any firm or company in which the Council member is:
- (i) a partner or in the case of a limited liability partnership, a member;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Council member holds less than 1% of the issued capital.
- (b) "University" shall include any company in which the University:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company.
- (c) "Council member" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Council member or any person living with the Council member as his or her partner.

- (d) a “conflicted Council member” is a Council member who has received, is entitled to receive or is currently receiving remuneration under this clause. A conflicted Council member also includes a Council member who has received financial benefits described in clause 16(1) but before this clause came into force.
- (e) a “non-conflicted Council member” is a Council member who is not a conflicted Council member.

17.6 This clause may not be amended without the express prior consent of the Privy Council.

APPENDIX A

Approved by Council – 9 July 2009

Amended by Council – 23 March 2018

UNIVERSITY OF SALFORD

STANDING ORDERS: REGULATIONS FOR COMMITTEES

1. Committees

- 1.1 These Standing Orders shall apply to the following committees of the University of Salford:
 - Council and its standing committees
 - Senate and its standing committees
- 1.2 Standing committees shall be defined as those permanent and regular committees with fixed membership specialising in the consideration of particular areas of business within the remit of their parent body. Other committees shall be considered non-standing committees where they are constituted with looser membership provisions (e.g., where substitute members are permitted or where members are drawn from a wider pool) and/or are convened as and when the need arises to deal with specific matters. The term 'Committee' as used in these standing orders applies to any of the bodies referred to in 1.1 above.
- 1.3 Alternate members are not permitted at Council, Senate or any of their standing committees.
- 1.4 Where Council or Senate approves exceptions in the application of these Standing Orders to their respective standing committees, these exceptions shall be made explicit in the Standing Orders.
- 1.5 These Standing Orders shall be recognised as the University model for management of committee business and shall apply, as appropriate, to committees established by and within the University of Salford other than those referred to in 1.1 above.

2. Chair and Deputy Chair

- 2.1 Meetings of a committee shall be chaired by the Chair designated in the committee's membership.
- 2.2 For all standing committees of Council and joint committees, in the absence from a quorate meeting of the Chair, those members present shall elect one of their independent number to chair the meeting unless the position of Deputy Chair is designated in the committee's constitution, in which case the Deputy Chair will chair the meeting.
- 2.3 For all committees of Senate, in the absence from a quorate meeting of the Chair, a chair from one of the other Senate committees shall be appointed to the position of Deputy Chair for that meeting.
- 2.4 Between ordinary meetings of a committee the Chair shall have the authority to act on behalf of the committee on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Chair, the convening of a special meeting. Any action taken by the Chair on behalf of the committee shall be reported to the next meeting of the committee.

3. Quorum and Adjournment

- 3.1 The quorum for meetings of Council shall be that specified in Statute 4.5, i.e. one-third rounded up to the next whole number of the total actual membership of the Council, with the number of Independent Members present exceeding the number of Internal Members present by at least two, except in relation to matters in respect of which a conflict of interest prevents Independent Members from voting with the result that a quorum could not otherwise be formed.
- 3.2 The quorum for all other committees, including Senate, shall be one-third of the total actual membership rounded up to the nearest whole number, or three, whichever is the greater. Council standing committees also require that at least two of those present must be independent Council members of the committee in order to be quorate.
- 3.3 In the absence of a quorum at the published start time of a meeting, no business shall be transacted other than the adjournment of the meeting to another time, except as provided for in 3.4 below.
- 3.4 When a meeting becomes inquorate through the departure of one or more members, the Chair shall decide whether the consideration of unfinished business requires the adjourned meeting to be reconvened or carried forward to the next scheduled meeting. If there are no matters of urgency to be resolved, the unfinished business may be referred to the next ordinary meeting of the committee. When a meeting temporarily becomes inquorate due to one or more member's being asked to leave for the consideration of a restricted or closed item, the normal quorum rules shall be waived, and the meeting shall remain quorate so long as (in the case of Council standing committees) two independent Council members remain in attendance.
- 3.5 Where an adjourned meeting is to be reconvened, the Chair shall normally give members at least one week's notice of the date and time of the reconvened meeting and of the business to be transacted, which shall normally be restricted to the unfinished business from the original meeting.
- 3.6 The Chair may decide or be directed by the Committee to adjourn a quorate meeting to later on the same date or to another date. Where the time and date of the adjourned meeting, whether on the same date or another date, is decided at the original quorate meeting, the provisions of 3.5 shall not apply. Where the time and date of the adjourned meeting is not decided at the original quorate meeting, the provisions of 3.5 shall apply.
- 3.7 Where a quorate meeting has been adjourned to later on the same date, no business shall be decided at the adjourned meeting without a quorum other than the adjournment of the meeting to another date.

4. Schedule and Notice of Meetings

- 4.1 For each committee an annual schedule of ordinary meetings shall be agreed with the Chair and published for members prior to the start of each academic year. At least two meetings shall be scheduled each academic year.
- 4.2 Special meetings of a committee may be convened by the Chair at any time, subject to the provisions in 4.4 below, to consider matters to which specific or immediate attention must be given.
- 4.3 An extraordinary meeting of a committee shall be convened within two weeks of the receipt by the Secretary to the committee of a written request signed by not less than one-third of the actual membership. In such circumstances clause 4.4 shall not apply

but members shall be given at least two days' notice of the extraordinary meeting and of the business to be conducted.

- 4.4 Unless otherwise agreed by the committee, at least one week's notice shall be given to members of the business to be transacted at meetings (this includes any meeting to be reconvened because the original scheduled meeting was inquorate), such notice shall be deemed given on the day of dispatch in the case of email communications or the day after dispatch in the case of internal or external postal communications. The accidental omission to give notice of a meeting to or the lack of receipt of notice of a meeting by any member shall not invalidate the proceedings of the meeting.

5. Conduct of Business at Meetings

- 5.1 Unless varied by resolution of the committee, the order of business to be transacted at a committee meeting shall be as set out in the agenda which shall be compiled by the Secretary to the committee and approved by the Chair prior to issue and provided to members in accordance with 4.4 above.
- 5.2 The consideration of any business not notified on the agenda shall be permitted only at the discretion of the Chair or by resolution of the committee, taking into account the urgency of the business.
- 5.3 Members wishing to propose an item of business shall normally give written notice of such business to the committee Chair or Secretary at least two weeks in advance of the next scheduled meeting so that the item may be included on the agenda. Where such notice is not practicable because of the nature of the business, members shall notify the Chair at the earliest opportunity of the proposed item and the Chair shall decide on its inclusion in the business to be transacted at the next meeting or at a subsequent meeting.
- 5.4 Where an item of business is categorised as confidential, members shall not divulge the associated papers or discussion to anyone who is not a member of the committee without the explicit consent of the Chair.
- 5.5 For Council meetings only, agenda items may be asterisked and classed as starred items. Starred items are straightforward and non-controversial and are for approval or noting without discussion. When the agenda is compiled, the final decision on whether an item is starred rests with the Chair. Once the agenda is dispatched, any member of Council may request before the meeting, by notifying the Secretary, that an item be unstarred. At the start of each meeting, the Chair will confirm which items are starred.
- 5.6 Any member who has a pecuniary, family or other personal interest in any item of business shall, as soon as practicable, disclose that fact to the committee and shall withdraw from that part of the meeting unless requested to remain either by the Chair or by resolution of the committee.
- 5.7 Any member shall be permitted to speak to any item under consideration, but the Chair may, having regard to equity of opportunity, limit the duration and frequency of a member's spoken contributions to any one item. Any recommendation or amendment to a recommendation proposed by a member shall be seconded before discussion by the committee.
- 5.8 Resolutions of a committee shall be passed by a majority of members present. Where a vote is deemed necessary by the Chair to determine the majority, this shall be conducted by a show of hands. In the case of an equality of votes, the Chair shall have a second and casting vote. Decisions may arise from proposals presented in a

written report published before a meeting and/or orally by one or more members during discussion of the item (subject to compliance with clauses 5.2 and 5.3 above),

- 5.9 Officers, observers and others in attendance at a meeting, including the Secretary to the committee, shall be allowed to speak at meetings by invitation of the Chair.
- 5.10 Exceptionally, the Chair may direct that an item of business be considered *in camera* and require any officers, observers or other persons in attendance to withdraw during consideration of the item. Where the Secretary of the Committee has withdrawn from the meeting in such circumstances, they must be apprised on their return of any resolutions made *in camera* so that the official record of the meeting may be completed.
- 5.11 No decision of a committee shall be rescinded unless notice of a proposal to rescind the decision is given in the agenda for the meeting at which it is to be considered.

6. Committee Papers and Minutes

- 6.1 Papers submitted to and considered by a committee, including agendas, shall be deemed public documents, i.e., appropriate for wide circulation or unrestricted publication, unless otherwise determined by the committee, its parent committee or the application of current legislation.
- 6.2 Where it is determined that committee papers are not public documents, the degree of confidentiality of the documents should be made clear to committee members.
- 6.3 The Secretary of the committee shall, where applicable, advise the authors of committee papers regarding the format and content of such papers in order to ensure consistency with accepted practice and conformity with the committee's terms of reference.
- 6.4 Papers for consideration at a committee meeting shall normally be issued to members at the same time as the agenda in accordance with clause 4.4. above. Where this is not practicable for valid reasons, then papers shall be issued to members no later than two days prior to the meeting. Papers tabled at meetings shall not be considered except at the sole discretion of the Chair.
- 6.5 The committee Secretary shall be responsible for preparing draft minutes of each meeting and shall submit the draft to the Chair for consideration prior to their circulation to other committee members.
- 6.6 Minutes of a committee meeting shall be considered unconfirmed until they have been confirmed by the committee as a correct record at its next ordinary meeting, incorporating any agreed amendments.

7. Attendance at Committee Meetings

- 7.1 A record of attendance of members shall be kept and attendance at each meeting of a committee reported in the minutes. Apologies for absence from a meeting shall be submitted to the committee Secretary
- 7.2 If any member fails to attend for three consecutive meetings of a committee, a report of their non-attendance shall be made to the relevant standing committee with responsibility for oversight of governance and membership matters.
- 7.3 Following consideration of the report of non-attendance, the relevant standing committee may recommend to Council or Senate (as appropriate) that the member be removed from membership of the committee.

8. Decision making outside of meetings

Chair's Actions

- 8.1 Between ordinary meetings of a committee the Chair shall have the authority to act on behalf of the committee on any matter requiring a decision prior to the next scheduled meeting where the business does not merit, in the view of the Chair, the convening of a special meeting. Any action taken by the Chair on behalf of a committee shall be reported to the next scheduled meeting of the committee.

Resolutions in Writing

- 8.2 A resolution in writing signed by not less than 75% of the current members of the relevant committee shall be as valid as if it had been passed as a resolution at a meeting of that committee. In addition, a resolution may be passed by an exchange of e-mails or other electronic means provided that a copy of the final resolution has been: -
 - 8.2.1 circulated to all members (other than those who would be regarded as having a conflict of interest pursuant to paragraph 14.2 of the Ordinances) and not less than 75% of them have confirmed their agreement by e-mail to the committee Secretary; and
 - 8.2.2 signed by the Chair and is accompanied by copies of the affirming e-mails.
- 8.3 Such a resolution shall be treated as having been passed at a duly convened meeting of the committee concerned held at the location of the Chair. The committee Secretary shall be responsible for maintaining appropriate records of such resolutions and for reporting them to the next scheduled meeting of the relevant committee.

9. Suspension of Standing Orders

- 9.1 A committee may suspend these Standing Orders provided that two-thirds of members present at a quorate meeting agree to such a suspension.
- 9.2 Any suspension of Standing Orders shall last no longer than the meeting at which it was agreed.

APPENDIX B

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum
and
Articles of Association
of
The University of Salford Students' Union**

**Wrigleys Solicitors LLP
19 Cookridge Street
Leeds LS2 3AG
Tel: 0113 244 6100
Fax: 0113 244 6101**

www.wrigleys.co.uk

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The University of Salford Students' Union

Option A for new companies:

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

Name of each subscriber

Authentication by each subscriber

Insert names of subscribers

Signature:

Dated: *Insert date on which company is established*

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of The University of Salford Students' Union

BACKGROUND

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

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 56. If any dispute arises in relation to the interpretation of these Articles or any of the Bye-Laws, it shall be resolved by the Board of Trustees.

2. Objects

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

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

3. Powers

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

- 3.1 provide services and facilities for Student Members;
- 3.2 establish, support, promote and operate a network of student activities for Student Members;
- 3.3 support any RAG or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 3.4 alone or with other organisations:
 - 3.4.1 carry out campaigning activities;
 - 3.4.2 seek to influence public opinion; and
 - 3.4.3 make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 3.5 provide or procure the provision of advice, counselling and guidance;
- 3.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 3.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

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

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

4. Limitation on private benefits

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

Permitted benefits to Company Law Members, Trustees and Connected persons

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

- 4.3 No Trustee may:

- 4.3.1 sell goods, services or any interest in land to the Union;
- 4.3.2 be employed by, or receive any remuneration from, the Union; or
- 4.3.3 receive any other financial benefit from the Union;

unless the payment is permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission.

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

- 4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;
- 4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;
- 4.4.3 a Sabbatical Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and persons Connected with a Trustee under contracts of employment with the Union;
 - (b) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Union and the Sabbatical Trustee or person Connected with a Trustee providing the goods or services (which for the avoidance of doubt may be a contract of employment);
 - (c) before entering into the agreement described at Article 4.4.3(b) the Trustees must be satisfied that it would be in the best interests of the Union for the goods or services to be provided by the Sabbatical Trustee or the person Connected with a Trustee for the amount or maximum amount set out in that agreement;

- (d) subject to Article 4.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (e) if the person being remunerated is a Trustee the procedure described in Article 44 (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;
 - (f) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 44 (Conflicts of interest) must be followed by the relevant Trustee in relation to any decisions regarding such person;
 - (g) subject to Article 4.6, this provision and Article 4.5.3 may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee); and
 - (h) at all times the provisions of the Education Act are complied with;
- 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
- 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union;
- 4.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.33; and
- 4.4.7 a Trustee or other officer of the Union may receive payment under an indemnity from the Union in accordance with the indemnity provisions set out at Article 55;

provided that where benefits are conferred under Article 4.4, Article 44 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 A Trustee may receive the following benefits from any Subsidiary Company:
- 4.5.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Union or of any Subsidiary Company;
 - 4.5.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;
 - 4.5.3 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services

supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that, subject to Article 4.6, this provision and Article 4.4.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);

- 4.5.4 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
- 4.5.5 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
- 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
- 4.5.7 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 4.5.3, 4.5.4 or 4.5.5.

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

5. Liability of Company Law Members

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

- 5.1 payment of the Union's debts and liabilities contracted before they cease to be a Company Law Member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Dissolution

- 6.1 At any time before, and in expectation of, the winding up or dissolution of the Union, the Trustees may resolve that any net assets of the Union after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Union be applied or transferred in any of the following ways:

- 6.1.1 directly for the objects of the Union; or
- 6.1.2 to any charity or charities:
 - (a) for purposes similar to the objects of the Union; or
 - (b) for use for particular purposes that fall within the objects of the Union.
- 6.2 In no circumstances shall the net assets of the Union be paid to or distributed among the Company Law Members of the Union under this Article 6.
- 6.3 If no resolution is passed in accordance with Article 6.1, the net assets of the Union shall be applied for such charitable purposes as are directed by the Charity Commission.

7. Reviewing and Amending the Articles

- 7.1 The University of Salford shall be required to review the provisions of these Articles at intervals of not more than five years.
- 7.2 Any amendment to the Articles shall require the following:
 - 7.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to all the Student Members (the “Proposal”);
 - 7.2.2 A period of time (as set out in the Bye-Laws) during which any amendments to the Proposal may be submitted to the Board of Trustees by any Student Member;
 - 7.2.3 The circulation by the Board of Trustees to all the Student Members of a resolution to approve either the Proposal or a revised Proposal incorporating those amendments submitted in accordance with Article 7.2.2 which the Board of Trustees in their absolute discretion have accepted;
 - 7.2.4 A resolution passed at a Student Members’ meeting or in a Referendum by a two thirds majority vote approving the Proposal or the revised Proposal (as the case may be);
 - 7.2.5 A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Members in accordance with Article 7.2.4.; and
 - 7.2.6 The approval of the University of Salford.

PART 2

MEMBERS

8. Members of the Union

- 8.1 The Members of the Union shall be as follows:
 - 8.1.1 the Student Members; and

8.1.2 the Company Law Members.

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

BECOMING AND CEASING TO BE A STUDENT MEMBER

9. Student Members

9.1 The Student Members shall be as follows:

9.1.1 each and every Student who has not opted out by notifying the University of Salford or the Union of their wish not to be a Student Member; and

9.1.2 the Sabbatical Officers.

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

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

10. Termination of Student Membership

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

10.1 they cease to be a Student. For the avoidance of doubt, this will include the situation where a Student Member's Student status with the University of Salford is revoked by the University of Salford;

10.2 they cease to be a Sabbatical Officer;

10.3 they opt out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; or

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

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

11. Trustees as Company Law Members

11.1 Until and including the Effective Date, the subscribers to the Memorandum of Association of the Union shall be the Company Law Members. Thereafter, the Trustees from time to time shall be the only Company Law Members.

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

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

12. Termination of Company Law Membership

- 12.1 A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.
- 12.2 Company Law Membership is not transferable and shall cease on death.

ASSOCIATE MEMBERS

13. Associate members

The 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 in accordance with the Bye-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts.

CODE OF CONDUCT

14. Code of Conduct

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

REFERENDUMS

15. Referendums

- 15.1 A Referendum may be called on any issue by:
 - 15.1.1 a resolution of the Trustees;
 - 15.1.2 a majority vote of the Student Council; or
 - 15.1.3 subject to Articles 24.1 and 26.2.1, a Secure Petition signed or agreed to by at least 1% of Student Members.
- 15.2 Subject to Articles 24.1 and 26.2.1, a resolution may only be passed by Referendum if at least 4.5% of Student Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.
- 15.3 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.
- 15.4 Subject to Article 28.3, the Student Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set by the Student Council and Policy set by the Student Members at a Student Members’ meeting.

STUDENT MEMBERS' MEETINGS

16. Student Members' meetings

- 16.1 The Union must hold an annual Student Members' meeting once in each Academic Year which shall be called and held in accordance with the Bye-Laws. The annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend.
- 16.2 The notice of the annual Student Members' meeting must state the business to be transacted which shall include:
 - 16.2.1 ratification of minutes of the previous annual Student Members' meeting;
 - 16.2.2 receiving the report of the Trustees on the Union's activities since the previous annual Student Members' meeting;
 - 16.2.3 formally presenting the accounts of the Union to the Student Members;
 - 16.2.4 approving the list of affiliations of the Union; and
 - 16.2.5 open questions to the Trustees by the Student Members.
- 16.3 The Union may hold other Student Members' meetings in addition to the annual Student Members' meeting. Such meetings shall be called and held in accordance with the Bye-Laws.
- 16.4 For the avoidance of doubt, any Student Members' meeting held under this Article 16 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

COMPANY LAW MEETINGS

17. Company Law Meetings

- 17.1 The Trustees may call a Company Law Meeting at any time.
- 17.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 17.3 A Company Law Meeting is likely to only be required where the Union wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend the Union's Articles of Association.

WRITTEN RESOLUTIONS

18. Written Resolutions

- 18.1 Subject to this Article 18, a written resolution agreed by:
 - 18.1.1 Company Law Members representing a simple majority; or

18.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;

of the eligible Company Law Members shall be effective.

18.2 On a written resolution each Company Law Member shall have one vote.

18.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

Circulation

18.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify their agreement and the date by which the resolution must be passed if it is not to lapse.

18.5 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

18.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

18.7 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

18.8 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:

18.8.1 identifying the resolution to which it relates; and

18.8.2 indicating the Company Law Member's agreement to the resolution.

18.9 For the purposes of Article 18.8:

18.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

18.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Union; or

(b) where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.

- 18.10 If the Union gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

PART 3

TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

19. Appointment of Trustees

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. On the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the 2019/20 academic year or 2020/21 academic year (as appropriate depending on the timing of the Effective Date) shall be the Trustees of the Union and shall be deemed to be the Union's Sabbatical Trustees, Student Trustees and Lay Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

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

20. Sabbatical Trustees and Officers

- 20.1 Sabbatical Officers shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. The Sabbatical Officers shall be elected to posts specified in the Bye-Laws.
- 20.2 The Sabbatical Officers from time to time shall be the Sabbatical Trustees. Except where otherwise indicated, references in these Articles to "Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees.
- 20.3 The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Student Members at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
- 20.4 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of their election. In accordance with Article 9, each Sabbatical Officer shall become a Student Member on commencement of their appointment or re-appointment as a Sabbatical Officer. Such Student Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

- 20.5 The Sabbatical Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.
- 20.6 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Officer shall be as set out in the Bye-Laws.

21. Student Trustees

- 21.1 Subject to Article 21.2 below, Student Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Student Trustee is ratified by a simple 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.
- 21.2 Each Student Trustee must be a Student at the time of their appointment and for the duration of his or her term as a Student Trustee.
- 21.3 Student Trustees shall remain in office for a term of up to two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
- 21.4 A Student Trustee may serve a maximum of two consecutive terms.

22. Lay Trustees

- 22.1 Lay Trustees shall be appointed by a simple majority vote of the Appointments Committee
- 22.2 Lay Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 22.3 Lay Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

23. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 23.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 23.2 they are disqualified under the Charities Act 2011 from acting as a trustee of a charity;
- 23.3 in the case of a Sabbatical Trustee, they cease to be a Sabbatical Officer or an employee of the Union;
- 23.4 in the case of a Student Trustee, they cease to be a Student;

- 23.5 in the case of a Sabbatical Trustee or a Student Trustee, they are removed from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members;
- 23.6 they resign by notice in writing to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 23.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
- 23.8 they fail to attend two consecutive meetings of the Trustees and the Trustees resolve that the Trustee be removed for this reason;
- 23.9 they cease to be a Company Law Member; or
- 23.10 they are removed from office under Articles 24 or 25.

24. Removal of Trustees by the Student Members or the Student Council

The office of a Trustee shall be vacated if:

- 24.1 a motion of no confidence in the Trustee is passed by a simple majority of the Student Members voting in a Referendum, provided that at least 4.5% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1% of Student Members; or
- 24.2 A motion of no confidence in a Student Trustee is passed by a two thirds majority in a vote of the Student Council (and, for the avoidance of doubt, the Trustee in question shall not be eligible to vote on the motion in question).

25. Removal of Lay Trustees by the Board

The office of a Lay Trustee shall be vacated if a majority resolution of no confidence in the Trustee 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 40.

A resolution to remove a Trustee in accordance with Article 25 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 making written representations to the Trustees.

26. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 26.1 resign or die;
- 26.2 are removed from office as an Elected Officer by
 - 26.2.1 a motion of no confidence in the Elected Officer passed by a simple majority of the Student Members voting in a Referendum, provided that at least 4.5% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1% of Student Members, or a resolution is passed by a simple majority vote of the Student Council; or
 - 26.2.2 A motion of no confidence in the Elected Officer is passed by a two-thirds majority vote of the Student Council in accordance with the Bye-Laws (and, for the avoidance of doubt, the Trustee in question shall not be eligible to vote on the motion of no confidence);

provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer’s contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

27. Replacement of Trustees

- 27.1 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.
- 27.2 If a Sabbatical Trustee resigns, is disqualified or is removed from office after the commencement of the Academic Year (“the Outgoing Sabbatical Trustee”) the vacancy shall be filled in accordance with the Bye-Laws. Any person elected under this Article may be required to assume the responsibilities of the Outgoing Sabbatical Trustee.
- 27.3 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be /appointed to the vacancy in accordance with Article 21.
- 27.4 If a Lay Trustee resigns, is disqualified or is removed from office, a Lay Trustee shall be appointed to the vacancy in accordance with Article 22.

TRUSTEES’ POWERS AND RESPONSIBILITIES

28. Trustees’ general authority

- 28.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.
- 28.2 The Board’s powers under Article 28.1 shall include but not be limited to responsibility for:
 - 28.2.1 the governance of the Union;
 - 28.2.2 the budget of the Union; and

- 28.2.3 the strategy of the Union.
- 28.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 28.3.1 has or may have any financial implications for the Union;
 - 28.3.2 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);
 - 28.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 28.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 28.2.
- 28.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 28.5 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:
- 28.5.1 was not properly appointed;
 - 28.5.2 was disqualified from holding office;
 - 28.5.3 had vacated office; or
 - 28.5.4 was not entitled to vote.
- 29. Trustees may delegate**
- 29.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.
- 29.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Union to any person or committee.
- 29.3 Any delegation by the Trustees may be:
- 29.3.1 by such means;
 - 29.3.2 to such an extent;
 - 29.3.3 in relation to such matters or territories; and
 - 29.3.4 on such terms and conditions
- as they think fit.

- 29.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 29.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 29.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes and on such conditions as they determine.

30. Committees

- 30.1 In the case of delegation to committees:
- 30.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 30.1.2 subject to Article 30.3, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;
 - 30.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
 - 30.1.4 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.
- 30.2 The Trustees must establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 29 and 30.1:
- 30.2.1 Executive Committee (as further described in Article 32);
 - 30.2.2 Appointments Committee;
 - 30.2.3 Resources, Audit and Risk Committee; and
 - 30.2.4 HR and Governance Committee.
- 30.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 29 and 30.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.

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

31. 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:

- 31.1 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;
- 31.2 the Trustees shall provide the Chief Executive with a description of their role and the extent of their authority;
- 31.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts which are sufficient to explain the financial position of the Union; and
- 31.4 the Trustees shall provide the Chief Executive with a performance management structure to aid their work plan and development.

32. The Executive Committee

- 32.1 Unless the Trustees determine otherwise, the Executive Committee shall include:
- 32.1.1 the Sabbatical Officers. Other members of the Executive Committee shall be selected in accordance with the Bye-Laws from time to time;
- 32.2 The Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 28 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, and any other such matters as set out in the Bye-Laws from time to time.
- 32.3 The Chief Executive and the Union's senior management team may attend meetings of the Executive Committee at the request of the Executive Committee.
- 32.4 The Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

33. 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 43 (Majority decisions without a meeting).

34. Trustees' meetings

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

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

35. Calling a Trustees' meeting

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

36. Length of Notice

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

- 36.1 all the Trustees agree; or
- 36.2 urgent circumstances require shorter notice.

37. Contents of Notice

Every notice calling a Trustees' meeting must specify:

- 37.1 the place, day and time of the meeting;
- 37.2 the general particulars of all business to be considered at such meeting; and
- 37.3 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.

38. Service of Notice

Notice of Trustees' meetings must be given to each Trustee, and must be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

39. Participation in Trustees' meetings

- 39.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
- 39.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 39.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 39.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 39.3 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.

40. Quorum for Trustees' meetings

- 40.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 40.2 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 one Sabbatical Trustee, one Student Trustee and one Lay trustee. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be four.
- 40.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

41. Chair and Deputy Chair

- 41.1 The President shall be the Chair of the Trustees.
- 41.2 The Trustees must appoint a Lay Trustee to be Deputy Chair of the Trustees and may at any time remove them from that office. The role of the Deputy Chair will be to support the Chair.
- 41.3 The Chair, or in their absence, the Deputy Chair shall preside as Chair of the Meeting. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as Chair of the Meeting.

42. Casting vote

- 42.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.
- 42.2 Article 42.1 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

43. Majority decisions without a meeting

- 43.1 The Trustees may, in the circumstances outlined in this Article, make a two thirds majority decision without holding a Trustees' meeting.
- 43.2 If:
- 43.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 43.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

43.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

43.2.4 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.

43.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

43.3.1 may be in different places, and may participate at different times; and

43.3.2 may communicate with each other by any means.

43.4 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 40.

43.5 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:

43.5.1 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;

43.5.2 the nomination of a person to whom all Trustees' votes must be communicated;

43.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and the nominated person must prepare a minute of the decision in accordance with Article 50 (Minutes).

44. Conflicts of interest

Declaration of interests

44.1 A Trustee must declare the nature and extent of:

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

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

Participation in decision-making

44.2 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled

to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.

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

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

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

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

in which case the Trustee must comply with Article 44.5.

44.4 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 44, they must:

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

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

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

Continuing duties to the Union

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

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

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

45. Register of Trustees' interests

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

PART 4

STUDENT COUNCIL

46. Student Council

46.1 The Student Council shall have the authority to:

46.1.1 represent the voice of the Students;

46.1.2 subject to Article 28.3, set the Policy of the Union and refer Policy to a Referendum of the Student Members or to the Student Members at a Student Members' meeting (in accordance with the Bye-Laws);

46.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 47;

46.1.4 receive a quarterly report from the Trustees; and

46.2 The composition and proceedings of the Student Council shall be set out in the Bye-Laws. No Student Member may hold more than one seat on the Student Council at any one time.

PART 5

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

47. Bye-Laws

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

48. Communications by and to the Union

Methods of communication

48.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Union, including without limitation:

48.1.1 in Hard Copy Form;

48.1.2 in Electronic Form; or

- 48.1.3 by making it available on a website.
- 48.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 48.3 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied by making it available on a website, the Union must notify the recipient that the document or information is available on the website in accordance with the Companies Acts.
- 48.4 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

- 48.5 A Company Law Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 48.6 Where any document or information is sent or supplied by the Union to the Company Law Members:
- 48.6.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 48.6.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 48.6.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 48.7 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

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

- 48.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in the Union's register of Company Law Members or Trustees, but may in its discretion choose to do so;
- 48.8.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and
- 48.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

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

Communications to the Union

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

Communications with Student Members

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

49. Secretary

- 49.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 49.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union

itself, and if addressed to the Secretary shall be treated as addressed to the Union; and

49.1.2 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

50. Minutes

50.1 The Trustees shall cause minutes to be made in books kept for the purpose:

50.1.1 of all appointments of officers made by the Trustees;

50.1.2 of all resolutions of the Union and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

50.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees participating in each such meeting

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

50.2 The minutes referred to in Article 50.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

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

51. Records and accounts

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

51.1.1 annual reports;

51.1.2 annual returns; and

51.1.3 annual statements of account.

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

52. Irregularities

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

53. Patrons

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

54. Exclusion of model articles

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

TRUSTEES' INDEMNITY

55. Indemnity

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

DEFINITIONS AND INTERPRETATION

56. Defined terms

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

Term	Meaning
56.1.1 "Academic Year"	the period between September in one year to 31 August in the next year determined by the Union as the period during which Students are required to be registered with the University of Salford. Each Academic Year is for the time being divided into three trimesters;
56.1.2 "address"	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;

56.1.3 “Appointments Committee”	the committee set up in accordance with the Bye-Laws;
56.1.4 “Articles”	these articles of association of the Union;
56.1.5 “Board of Trustees” or “Board”	the board of Trustees of the Union;
56.1.6 “Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 47;
56.1.7 “Chair”	the chair of the Board of Trustees, who shall be the President in accordance with Article 41.1;
56.1.8 “Chair of the Meeting”	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 41;
56.1.9 “Chief Executive”	the chief executive of the Union who is appointed by the Board of Trustees;
56.1.10 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
56.1.11 “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;
56.1.12 “Code of Practice”	the code of practice relating to the University of Salford’s obligations under Section 22 of the Education Act;
56.1.13 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
56.1.14 “Company Law Meeting”	a general meeting of the Company Law Members for the purposes of the Companies Acts;
56.1.15 “Company Law Members”	members of the Union for the purposes of the Companies Acts, as defined in Article 11;
56.1.16 “Connected”	in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or

	employee, or shareholder holding more than 1% of the capital;
56.1.17 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 41.2;
56.1.18 “document”	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
56.1.19 “Education Act”	the Education Act 1994;
56.1.20 “Effective Date”	the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union;
56.1.21 “Elected Officers”	the Sabbatical Officers and the Part-Time Officers;
56.1.22 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
56.1.23 “the Executive Committee”	the committee including the Sabbatical Officers as further described in Article 32;
56.1.24 “Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
56.1.25 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
56.1.26 “Lay Trustee”	a Trustee appointed in accordance with Article 22.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
56.1.27 “Members”	the Student Members and the Company Law Members;
56.1.28 “Part-Time Officers”	the Student Members elected in accordance with the Bye-Laws to be officers of the Union while continuing their studies at the University of Salford;
56.1.29 “Policy”	representative and campaigning policy set by a Referendum or by the Student Council in accordance with Article 15 and Article 46 respectively or by the Student Members at a Student Members’ meeting;

56.1.30“ President ”	the president of the Union, as elected by the Student Members in accordance with the Bye-Laws;
56.1.31“ Public Holiday ”	Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;
56.1.32“ RAG ”	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
56.1.33“ Referendum ”	a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
56.1.34“ Sabbatical Officers ”	the individuals elected in accordance with Article 20 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
56.1.35“ Sabbatical Trustee ”	a Trustee elected in accordance with Article 20;
56.1.36“ Secure Petition ”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
56.1.37“ Student ”	any individual who is formally registered for an approved programme of study provided by the University of Salford. For the avoidance of doubt, the University of Salford shall determine whether or not an individual has Student status;
56.1.38“ Student Council ”	the Student body constituted in accordance with these Articles and the Bye-Laws of the Union;
56.1.39“ Student Members ”	student members of the Union being Students at the University of Salford as further defined in Article 9.1.1 and the Sabbatical Officers;
56.1.40“ Student Trustee ”	a Trustee appointed in accordance with Article 21 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;
56.1.41“ 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;
56.1.42“ Trustees ”	the directors of the Union as defined in Article 19;
56.1.43“ Unincorporated Charity ”	the unincorporated charity known as the University of Salford Students’ Union;

56.1.44“ Union ”	The University of Salford Students’ Union;
56.1.45“ 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
56.1.46“ University of Salford ”	the University of Salford, incorporated by Royal Charter on 10 February 1967.

- 56.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 56.3 Subject to Article 56.4, 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.
- 56.4 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.