

Company No. 08015198

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

National Union of Students (United Kingdom)

Articles of Association



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OBJECTS AND POWERS

1. Mission

NUS's mission is to promote, defend and extend the rights of students.

2. Objects

2.1 The primary objects of NUS are:

2.1.1 To represent students and apprentices of the United Kingdom locally, nationally and internationally

2.1.2 To promote and maintain the educational, social, cultural and general interests of students;

2.1.3 To arrange services, goods, facilities and other benefits for members of NUS, for persons and organisations associated with NUS, and for other students and their organisations;

2.1.4 To promote the views of students on problems in the educational system as a whole;

2.1.5 To promote the interests of students in economic, social, youth and mature issues which have a direct effect on education or upon the status and welfare of students within society;

2.1.6 To promote the views of students upon those issues which have a direct bearing on the education and social rights of students of any country;

2.1.7 To maintain and promote co-operation with students and student organisations of other countries;

2.1.8 To discuss, comment and act upon current affairs which are of interest or importance to students;

2.1.9 To support causes which, in the opinion of the UK Conference, merit the support of students in general;

2.1.10 To support prospective, current and past students in seeking gainful employment; and

2.1.11 To act as a channel of communication between members and external bodies.

2.2 The secondary objects of NUS are to:

2.2.1 Discuss, act upon and promote awareness of all of its primary objects in their full economic and social context;

2.2.2 Promote its primary objects as an organised student group and in liaison and cooperation with other organised groups in society; and

2.2.3 Do anything helpful to its primary objects.

3. Powers

3.1 NUS has the power to do all lawful things intended to further its objects.

3.2 Without limitation, it may borrow or raise or secure the payment of money for any purpose including for the purposes of investment or of raising funds.

4. In pursuance of these objects and in accordance with legislation, NUS will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, creed or gender identity, and will be independent of any party political organisation or religious body, but positive action in favour of any disadvantaged section of society shall be allowed.

In pursuance of the National Union's objects, any individuals or members of organisations or groups identified by the relevant procedures committee or returning officer as holding racist or fascist views shall not be allowed to stand for election to any National Union office, or go to, speak or take part in National Union conferences, meetings or any other National Union events, and Officers, Committee Members and Directors shall not share a public platform with an individual or member of an organisation or group known to hold racist or fascist views. Procedures that achieve this will be further defined in the rules.

Equal Opportunities

In pursuance of these objects and in accordance with the Equality Act 2010, NUS will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, creed or gender identity, and will be independent of any party political organisation or religious body, but positive action in favour of any disadvantaged section of society shall be allowed.

LIMITATION ON PRIVATE BENEFITS

5. Limitation on private benefits

5.1 Subject to the Articles, the income and property of NUS shall be applied solely towards the promotion of its objects.

Permitted benefits to members

5.2 Subject to Article 61, no part of the income and property of NUS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of NUS. This shall not prevent any payment in good faith by NUS of:

5.2.1 reasonable and proper remuneration to any member for any goods or services supplied to NUS (including services performed by the member under a contract of employment with NUS), provided that if such member is a Director Articles 5.3 to 5.5 shall apply;

5.2.2 interest at a reasonable and proper rate on money lent by any member to NUS;

5.2.3 any reasonable and proper rent (or other payment) for premises let (or otherwise made available) by any member to NUS;

5.2.4 at the discretion of the Directors, repayment of all or a portion of any subscription money or similar fee paid by that member in the preceding year; and

- 5.2.5 any payments to a member who is also a Director which are permitted under Articles 5.3 to 5.5.

Permitted benefits to Directors and Connected persons

5.3 No Director may:

5.3.1 sell goods, services or any interest in land to NUS;

5.3.2 receive any remuneration from NUS; or

5.3.3 receive any other financial benefit from NUS;

unless the payment is permitted by Articles 5.4 or 5.5.

5.4 A Director may receive the following benefits from NUS:

5.4.1 a Director or person Connected to a Director may be reimbursed by NUS for, or may pay out of NUS's property, reasonable expenses properly incurred by them when acting on behalf of NUS;

5.4.2 a Director or person Connected to a Director may be paid reasonable and proper remuneration by NUS for any goods or services supplied to NUS (including services performed by the Director or Connected person under a contract of employment with NUS);

5.4.3 a Director or person Connected to a Director may receive interest at a reasonable and proper rate on money lent to NUS;

5.4.4 a Director or person Connected to a Director may receive reasonable and proper rent (or other payment) for premises let (or otherwise made available) to NUS;

5.4.5 NUS may pay reasonable and proper premiums in respect of indemnity insurance obtained pursuant to these Articles; and

5.4.6 a Director or other officer of NUS may receive payment under an indemnity from NUS in accordance with the indemnity provisions set out at Article 7;

provided that where benefits are conferred under Article 5.4, Article 44 (conflicts of interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

Subsidiary Companies

- 5.5 A Director may receive benefits from any Subsidiary Company with the prior approval of the Directors subject to any limitation in the constitution of that Subsidiary Company, provided that the affected Director may not take part in any decision of the Directors to approve a specific benefit to that Director or a person Connected to them.

LIMITATION OF LIABILITY AND INDEMNITY

6. Liability of members

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

- 6.1.1 payment of NUS's debts and liabilities contracted before they ceased to be a member;
- 6.1.2 payment of the costs, charges and expenses of winding up; and
- 6.1.3 adjustment of the rights of the contributories among themselves.

7. Indemnity

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

Interpretation

8. These Articles (including any defined terms) are to be interpreted by reference to the Schedule at the end of the Articles.

Section II: Membership and Democracy

Student Voice

9. There will be a number of democratic spaces known as “Conferences”, which provide a forum for expressing the democratic voice of Students.
- 9.1 Specifically, arrangements will be made for:
 - 9.1.1 A UK Conference, made up of delegates from members;
 - 9.1.2 A Liberation Conference, made up of delegates from members where the delegates define into the following liberation caucuses:
 - (a) Black Students;
 - (b) Disabled Students;
 - (c) LGBT+ Students;
 - (d) Women Students;
 - (e) Trans Students;
 - 9.1.3 An NUS Scotland Conference, made up of delegates from Scottish Members;
 - 9.1.4 An NUS Wales Conference, made up of delegates from Welsh Members; and
 - 9.1.5 An NUS-USI Conference, made up of delegates from NUS-USI.
- 9.2 Student Voice through its Conferences will provide a forum for delegates to express democratic views through the following means:
 - 9.2.1 Voting on matters of Policy; and
 - 9.2.2 Engaging in elections of Officers and in respect of other roles in accordance with these Articles.
- 9.3 On an annual basis, the DPC will publish:
 - 9.3.1 The maximum size of the delegation to UK Conference; and
 - 9.3.2 Detail on the composition of that delegation, and any reserved spaces for specified groups (in accordance with the Rules).
- 9.4 All delegates must be Students at the time of their participation in a Conference.
- 9.5 All delegates must have been appointed in accordance with an appointment process as determined by the member that they are representing.
- 9.6 Student Voice procedures under this Article 9 shall be conducted in accordance with a timetable and process:

- 9.6.1 Set out in the Rules; and
- 9.6.2 (Subject to Articles 9.6.1 and 34.5.4) determined by the DPC.
- 9.6.3 The Directors may make arrangements for remote and digital participation within NUS Student Voice and its Conferences.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

10. Becoming a member

- 10.1 The members of NUS are:
 - 10.1.1 The existing members of NUS, at the date on which these revised Articles come into effect; and
 - 10.1.2 Any other organisations or individuals who become members in accordance with these Articles;in each case, unless and until they cease to be members.
- 10.2 The Directors may prescribe criteria for membership from time to time. However, they are not obliged to accept organisations or individuals fulfilling those criteria as members.
- 10.3 Subject to Article 10.1.1 no organisation or individual may become a member of NUS unless:
 - 10.3.1 they have applied for membership in a manner approved by the Directors; and
 - 10.3.2 the Directors have approved the application.
 - 10.3.3 The Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

Unincorporated organisations

- 10.4 An unincorporated organisation may appoint an individual to be a member on its behalf. To do this it must notify NUS in writing of this individual's name and may, subject to the Directors' right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Directors. The membership rights may be exercised by the nominated representative or by the organisation which they represent.

Incorporated Members

- 10.5 An organisation admitted to membership which is an incorporated body ("an Incorporated Member") may by resolution of its directors or other governing body (or otherwise in accordance with its governing documents) authorise a person or persons to act as its authorised representative or representatives at any meeting of NUS. Evidence of the appointment of the representative must be provided in the form of:

- 10.5.1 an original or certified copy of the resolution of the directors or other governing body of the Incorporated Member;
 - 10.5.2 a letter confirming the appointment of the representative on the letterhead of the Incorporated Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or
 - 10.5.3 such other form as the Directors may reasonably require.
- 10.6 A person authorised under Article 10.5 may exercise (on behalf of the Incorporated Member) the same powers as the Incorporated Member could exercise if it were an individual member.

Subscriptions

- 10.7 The Directors may at their discretion levy subscriptions (including affiliation fees) on members of NUS at such rate or rates as they shall decide.

11. Termination of membership

- 11.1 Subject to Article 10.4, membership is not transferable.
- 11.2 A member shall cease to be a member:
- 11.2.1 if (being an individual) they die;
 - 11.2.2 if the member is acting on behalf of an unincorporated organisation under Article 10.4 and the unincorporated organisation ceases to exist (or if the Directors, acting reasonably, believe that this is the case);
 - 11.2.3 if the member, being an Incorporated Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
 - 11.2.4 if they give written notice to the Directors before 1 July in the year in which they wish to withdraw from membership, this notice to take effect on 31 December of that year;
 - 11.2.5 if any subscription or other sum payable by the member to NUS is not paid on the due date and remains unpaid seven days after notice served on the member by NUS informing them that they will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on them paying such reasonable sum as the Directors may determine;
 - 11.2.6 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of NUS. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution

shall nevertheless remain liable to pay to NUS any subscription or other sum owed by them;
or

11.2.7 if a resolution is passed at a quorate meeting of the members, resolving that the member be expelled.

11.3 The Directors may suspend the rights of a member (including to participate and vote in meetings) if they reasonably consider that the member has violated the Code of Conduct or similar policies in place from time to time.

12. **Categories of membership**

12.1 Subject to Article 12.2, the Directors may establish such different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

12.2 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

13. **Associate members**

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with the Regulations, provided that no such associate members shall be members of NUS for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

14. **UK Conference**

Role and powers

14.1 The UK Conference shall be the sovereign Policy making body of the National Union, subject to any exceptions stated expressly in these Articles.

14.2 The UK Conference shall be responsible for the following

14.2.1 producing policy or position statements outlining the general activities of NUS

14.2.2 Directing spending within the Student Voice budget; and

14.2.3 holding elections for posts of Officers and Committee Members as further defined in these Articles and the Rules.

14.2.4 Determining the Policy of the NUS either of its own motion at a meeting of the UK Conference, or by adoption of policy decisions taken by the National Executive Council, The Nations or any other relevant committees.

14.2.5 Removing any Director appointed by the UK Conference as further defined in the Articles and Rules

14.2.6 Receiving an accountability report from Directors with the power to refer this back or passing a Motion of No Confidence

14.2.7 Have Joint Responsibility for Amendments to these Articles in relation to Student Voice activity. For the avoidance of doubt this refers to Articles 9 – 13 and 33 – 34

15. **General meetings**

15.1 The Directors may call a general meeting at any time.

15.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

16. **Length of notice**

16.1 All general meetings must be called by either:

16.1.1 at least 14 Clear Days' notice; or

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

17. **Contents of notice**

17.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

17.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

17.3 In every notice calling a meeting of NUS there must appear with reasonable prominence a statement informing the member of their rights to appoint another person as their proxy at a meeting of NUS.

18. **Service of notice**

Notice of general meetings must be given to every member, to the Directors and to the auditors of NUS.

19. **Attendance and speaking at general meetings**

19.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

19.2 A person is able to exercise the right to vote at a general meeting when:

19.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

19.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

19.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

19.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

19.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

20. **Quorum for general meetings**

20.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

20.2 The quorum shall be 10% of the total membership (represented in person, via authorised representative in the case of Incorporated Members or by proxy).

20.3 If two or more persons are authorised representatives of the same Incorporated Member they shall together count as one person for the purposes of Article 20.2.

20.4 If a quorum is not present within half an hour from the time appointed for the meeting:

20.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as they think fit; and

20.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

21. **Chairing general meetings**

21.1 The Chair (if any) or in their absence some other Director nominated by the Directors shall preside as chair of every general meeting.

21.2 If neither the Chair nor any Director nominated in accordance with Article 21.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, they shall be chair of the meeting.

21.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via authorised representative if an Incorporated Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Incorporated Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 21.3.

22. **Attendance and speaking by Directors and non-members**

22.1 Directors may attend and speak at general meetings.

22.2 The chair of the meeting may permit other persons who are not members of NUS (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

23. **Adjournment**

23.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

23.1.1 the meeting consents to an adjournment; or

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

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

23.3 When adjourning a general meeting, the chair of the meeting must:

23.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

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

23.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, NUS must give at least 7 Clear Days' notice of it:

23.4.1 to the same persons to whom notice of NUS's general meetings is required to be given; and

23.4.2 containing the same information which such notice is required to contain.

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

VOTING AT GENERAL MEETINGS

24. **Voting: general**

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

24.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

24.2.1 has or has not been passed; or

24.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 58 is also conclusive evidence of that fact without such proof.

25. **Votes**

Votes on a show of hands

25.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

25.1.1 each member present in person; and

25.1.2 (subject to Article 30.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

25.1.3 each authorised representative of an Incorporated Member present;

provided that if a person attending the meeting falls within two or more of the above categories, they are not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

25.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

25.2.1 every member present in person;

25.2.2 every member present by proxy (subject to Article 30.3); and

25.2.3 every authorised representative of a Incorporated Member (subject to Article 25.3) present.

25.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Incorporated Member purports to vote on behalf of the same Incorporated Member:

25.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

25.3.2 if they purport to vote in different ways they are treated as not having voted.

General

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

26. **Errors and disputes**

26.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

26.2 Any such objection must be referred to the chair of the meeting whose decision is final.

27. Poll votes

27.1 A poll on a resolution may be demanded:

27.1.1 in advance of the general meeting where it is to be put to the vote; or

27.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

27.2 A poll may be demanded by:

27.2.1 the chair of the meeting;

27.2.2 the Directors;

27.2.3 two or more persons having the right to vote on the resolution;

27.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Incorporated Member for one or more members having the right to vote on the resolution, holds two or more votes; or

27.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

27.3 A demand for a poll may be withdrawn if:

27.3.1 the poll has not yet been taken; and

27.3.2 the chair of the meeting consents to the withdrawal.

28. Procedure on a poll

28.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

28.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

28.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

28.4 A poll on:

28.4.1 the election of the chair of the meeting; or

28.4.2 a question of adjournment;

must be taken immediately.

28.5 Other polls must be taken within 30 days of their being demanded.

28.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

28.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

28.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

29. **Proxies**

Power to appoint

29.1 A member (including an Incorporated Member) is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of NUS. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

29.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

29.2.1 states the name and address of the member appointing the proxy;

29.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

29.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

29.2.4 is delivered to NUS in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

29.3 NUS may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

29.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

29.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

29.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

29.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

30. **Delivery of Proxy Notices**

30.1 The Proxy Notification Address in relation to any general meeting is:

30.1.1 the registered office of NUS; or

30.1.2 any other Address or Addresses specified by NUS as an Address at which NUS or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

30.1.3 any electronic Address falling within the scope of Article 30.2.

30.2 If NUS gives an electronic Address:

30.2.1 in a notice calling a meeting;

30.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

30.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 30.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

30.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Incorporated Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to NUS by or on behalf of that person (or the Incorporated Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

30.4 Subject to Articles 30.5 and 30.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

30.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

30.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

30.6.1 received in accordance with Article 30.4; or

- 30.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 30.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 30.

Revocation

- 30.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 30.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

- 30.9.1 the start of the meeting or adjourned meeting to which it relates; or

- 30.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 30.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

31. Amendments to resolutions

- 31.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 31.1.1 notice of the proposed amendment is given to NUS in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 31.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 31.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 31.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 31.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 31.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

32. Written resolutions

The members may pass written resolutions in accordance with the Companies Acts.

SECTION III: THE DIRECTORS AND OFFICERS

OFFICERS

33. Election of Officers

33.1 The Officers are elected within Student Voice and its Conferences in accordance with the following table:

National President	UK Conference
Scotland President	Scotland Conference
Wales President	Wales Conference
NUS-USI President	NUS-USI Conference
Up to eight other Officer roles (as determined by National Conference and a Members Meeting)	As determined in the Rules (or in the absence of Rules, as determined by the Directors)

33.2 Individuals must become and remain employed by NUS or a Subsidiary Company or affiliate (in accordance with terms and conditions approved by the Directors or by someone nominated by them) in order to become Officers.

33.3 Subject to Article 33.2 and 33.6, the Officers will serve from:

33.3.1 The later of:

- (a) 1 July following the UK Conference at which they are appointed; and
- (b) them becoming employed by NUS in accordance with Article 33.2;

33.3.2 Until 30 June two years later.

33.4 A current or former Officer is entitled to stand for election as National President, to take office after their term (set out in Article 33.3) is complete. If appointed as National President, the term of office in Article 33.3 then applies to that individual's role as National President.

33.5 Subject to Article 33.4:

33.5.1 Individuals must be Students at the time of their election at the relevant Conference; and

33.5.2 No individual may stand for election as an Officer if they have already served as an Officer.

33.6 Officers may be removed from their position as Officers if two-thirds of those casting votes at a meeting of the relevant Conference determine that they have no confidence in that person's ability to fulfil the role. If this occurs the Directors may appoint an individual to fill the post on an interim basis until the position is filled.

34. **Other bodies**

34.1 ***Executive***

There shall be an Executive which is made up of all of the Officers from time to time. It will be chaired by the National President, and will be charged by the Directors with:

- 34.1.1 Drafting a plan from time to time which sets out the political campaigning priorities of NUS, as directed by democratic policy and officers' manifesto pledges, which may be approved by (and then its implementation overseen by) the Directors
- 34.1.2 Agreeing matters of urgent Policy, in between meetings of Student Voice and its conferences.

34.2 ***National Scrutiny Council***

34.2.1 There shall be a National Scrutiny Council which is made up of twenty students, and will be charged with:

- (a) Holding Officers elected at UK Conference and their work to account with the power to censure or commend;
- (b) Hold the Board to account including scrutinise any budget proposed;
- (c) Decide emergency policy of the National Union in between meetings of the UK Conference;
- (d) Set up special committees of significance to the National Union one of which will be the Anti Racism Anti Fascism committee (ARAF). The conveners of this committee shall be elected by the National Scrutiny Council;
- (e) Call a motion of Confidence in a particular Officer to an emergency or annual UK Conference;
- (f) Set up scrutiny committees on behalf of the membership;
- (g) Reporting on its activities to the membership in a meaningful way;
- (h) Its composition and further arrangements will be detailed in the rules

34.3 ***DPC***

34.3.1 The DPC shall be responsible for running Student Voice and its Conferences, and in doing so is responsible for the implementation of the Rules, and shall have power to govern and interpret all matters relating to those Rules (unless the Articles or Rules prescribe otherwise).

34.3.2 The DPC will be made up of:

- (a) Up to nine individuals (who are Students at the time of election), up to four of whom will be elected by the UK Conference in even years and up to five of whom in odd years (and who will accordingly serve for terms of approximately two years. No

individual may serve on the DPC in accordance with this Article 34.3.2(a) for more than two terms (consecutively or non-consecutively);

- (b) An Officer appointed from the Executive by the National President; and
 - (c) Additional non-voting members which it chooses to co-opt from time to time (by majority vote) that shall not usually be Students. Members co-opted under this subparagraph shall serve terms of two years but may be reappointed by the other members of the DPC.
- 34.3.3 The DPC may appoint or remove a chairperson from time to time from among its number.
- 34.3.4 Notwithstanding the other provisions of these Articles, the Directors may by resolution overrule a decision of the DPC.
- 34.4 **Chief Returning Officer**
- 34.4.1 There shall be a Chief Returning Officer, who is charged with interpreting the Articles, Rules and Regulations on all matters relating to elections in Articles 33 and 34 (except for their own re-election).
- 34.4.2 The Chief Returning Officer shall be nominated by the Directors and can be appointed and removed by the UK Conference by a simple majority vote.
- 34.4.3 Unless removed in accordance with Article 34.4.2, an incoming Chief Returning Officer will serve from the end of the UK Conference meeting at which they are elected, until the end of the UK Conference two calendar years following their election, and may be reappointed for subsequent terms.
- 34.4.4 If there is a vacancy in the office of Chief Returning Officer, a new Chief Returning Officer appointed in accordance with these Articles may begin their term of office with immediate effect.

DIRECTORS' POWERS AND RESPONSIBILITIES

35. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of NUS's business, for which purpose they may exercise all the powers of NUS.

36. Members' reserve power

- 36.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 36.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

DECISION-MAKING BY DIRECTORS

37. Directors to take decisions collectively

37.1 Any decision of the Directors must be either:

37.1.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 42); or

37.1.2 a unanimous decision taken in accordance with Article 43.

38. Calling a Directors' meeting

38.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.

38.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

38.2.1 all the Directors agree; or

38.2.2 urgent circumstances require shorter notice.

38.3 In deciding on the date and time of any Directors' meeting, the Directors calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Directors as practicable are likely to be available to participate.

38.4 Notice of Directors' meetings must be given to each Director.

38.5 Every notice calling a Directors' meeting must specify:

38.5.1 the place, day and time of the meeting;

38.5.2 the general nature of the business to be considered at such meeting; and

38.5.3 if it is anticipated that Directors 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.

38.6 Notice of Directors' meetings need not be in Writing.

38.7 Article 54 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

39. Participation in Directors' meetings

39.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' 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 Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

39.3 If all the Directors 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 Directors' meetings**

40.1 At a Directors' 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 Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is two or one-third of the total number of Directors, whichever is the greater.

40.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

40.3.1 to appoint further Directors; or

40.3.2 to call a general meeting so as to enable the members to appoint further Directors.

41. **Chairing of Directors' meetings**

41.1 The President of NUS from time to time is the Chair of the Directors.

41.2 The Chair, or in the Chair's absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

41.3 The Directors may also appoint and remove a Deputy Chair from among the Directors from time to time.

42. **Casting vote**

42.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote they 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. **Unanimous decisions without a meeting**

43.1 A decision is taken in accordance with this Article 43 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on this Article to make a decision if one or more of the Directors has a conflict of interest which, under Article 44, results in them not being entitled to vote.

43.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

44. **Director interests and management of conflicts of interest**

Declaration of interests

44.1 Unless Article 44.2 applies, a Director 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 NUS; and

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

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

Participation in decision-making

44.3 If a Director'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 NUS, 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 Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.

44.4 If a Director'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 NUS, they may participate in the decision-making process and may be counted in the quorum and vote unless:

44.4.1 the decision could result in the Director or any person who is Connected with them receiving a benefit other than:

(a) the payment of premiums in respect of indemnity insurance effected in accordance with the Articles;

(b) payment under the indemnity set out at Article 7; and

(c) reimbursement of expenses in accordance with Article 5.4.1; or

44.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case they must comply with Article 44.5.

44.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 44.5, they must:

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

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

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

Continuing duties to NUS

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

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

44.6.2 the Director shall not be accountable to NUS for any benefit expressly permitted under these Articles which they or any person Connected with them derives from any matter or from any office, employment or position.

45. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in their appointment or that they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

DELEGATION

46. Directors may delegate

46.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

46.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of NUS to any person or committee.

46.3 Any delegation by the Directors may be:

46.3.1 by such means;

46.3.2 to such an extent;

46.3.3 in relation to such matters or territories; and

46.3.4 on such terms and conditions;

as they think fit.

46.4 The Directors 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.

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

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

47. **Committees**

47.1 In the case of delegation to committees:

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

47.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;

47.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;

47.1.4 the Directors may make such Regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

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

47.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any Regulations made by the Directors.

48. **Delegation of day to day management powers**

48.1 In the case of delegation of the day to day management of NUS to a chief executive or other manager or managers:

48.1.1 the delegated power shall be to manage NUS by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

48.1.2 the Directors shall provide any manager with a description of their role and the extent of their authority; and

48.1.3 any manager must report regularly to the Directors on the activities undertaken in managing NUS and provide them regularly with management accounts which are sufficient to explain the financial position of NUS.

49. **Delegation of investment management**

49.1 The Directors may delegate the management of investments to a Financial Expert or Financial Experts provided that:

49.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Directors;

49.1.2 timely reports of all transactions are provided to the Directors;

- 49.1.3 the performance of the investments is reviewed regularly with the Directors;
- 49.1.4 the Directors are entitled to cancel the delegation arrangement at any time;
- 49.1.5 the investment policy and the delegation arrangements are reviewed regularly;
- 49.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
- 49.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Directors.

APPOINTMENT AND RETIREMENT OF DIRECTORS

50. Composition of the Board of Directors

- 50.1 The Directors are:
 - 50.1.1 The National President, Scotland President, Wales President and NUS-USI President;
 - 50.1.2 All the Vice President officers elected by a National Conference
 - 50.1.3 A maximum of 4 Member Directors (of which 2 must be Students as defined in Schedule 1.34); and
 - 50.1.4 A maximum of 4 Lay Directors.

Member Directors

- 50.2 Member Directors are elected by the members.
- 50.3 The Directors will make arrangements for an online ballot, item at a general meeting, or similar process, to take place annually (where there are vacancies) on a day specified by them ("**Election Day**"), and will notify this to members in advance of Election Day.
- 50.4 The Member Directors who are Students will, in addition, be required to have their appointment ratified by UK Conference
- 50.5 The process will involve members nominating candidates, and voting on those candidates who have been nominated, who are eligible (and would not be removed in accordance with Article 51), and who have indicated willingness to act.
- 50.6 Member Directors:
 - 50.6.1 May serve until Election Day three years after they are appointed, unless they cease to be a Director in accordance with these Articles; and
 - 50.6.2 May then be re-elected by the members, but may not stand for election after two consecutive terms of office unless they take a break from office of at least twelve months .

Lay Directors

- 50.7 Up to four Lay Directors may be appointed by a resolution of the Directors. They:

50.7.1 May serve until the Election Day in the year three years after the calendar year in which they are appointed, unless they cease to be a Director in accordance with these Articles; and

50.7.2 May then be re-appointed by the Directors, but may not be re-appointed after three consecutive terms of office unless they take a break from office of at least twelve months.

51. **Disqualification and removal of Directors**

51.1 A Director shall cease to hold office if:

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

51.1.2 the Directors reasonably believe they have become physically or mentally incapable of managing their own affairs and they resolve that they be removed from office;

51.1.3 being an Officer, they cease to be employed by NUS (or its Subsidiary Company or affiliate);

51.1.4 notification is received by NUS from them that they are resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);

51.1.5 they fail to attend three consecutive meetings of the Directors and the Directors resolve that they be removed for this reason;

51.1.6 at a general meeting of NUS, a resolution is passed that they are removed from office, provided the meeting has invited their views and considered the matter in the light of such views; or

51.1.7 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that they are removed from office. Such a resolution shall not be passed unless they have been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at that Director's option) being heard by or of making written representations to the Directors.

SECTION IV: ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

52. Rules

- 52.1 The UK Conference may from time to time make, repeal or alter Rules relating to proceedings in NUS Student Voice and its Conferences. Such Rules may not be inconsistent with the Companies Acts, the Articles or any rule of law.
- 52.2 Additions or amendments to, or repeal of provisions from the Rules may be overturned by the Directors on the grounds of (i) legal requirements; or (ii) financial considerations.

53. Regulations

- 53.1 The Directors may from time to time make, repeal or alter such Regulations as they think fit as to the management of NUS and its affairs, which shall be binding on NUS and its members. No Regulations shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 53.2 The Regulations may regulate the following matters but are not restricted to them:
- 53.2.1 the duties of any officers or employees of NUS;
 - 53.2.2 the admission of members of NUS and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 53.2.3 the conduct of members of NUS in relation to one another, and to NUS's employees and volunteers;
 - 53.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such Regulations are to be recorded or communicated to Directors);
 - 53.2.5 the procedure at general meetings;
 - 53.2.6 any of the matters or things within the powers or under the control of the Directors; and
 - 53.2.7 generally, all such matters as are commonly the subject matter of company regulations.
 - 53.2.8 NUS in general meeting has the power to alter, add to or repeal the Regulations.

54. Communications by NUS

Methods of communication

- 54.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by NUS 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 NUS, including without limitation:
- 54.1.1 in Hard Copy Form;
 - 54.1.2 in Electronic Form; or

- 54.1.3 by making it available on a website.
- 54.2 Where a Document or information which is required or authorised to be sent or supplied by NUS 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 Directors may decide what agreement (if any) is required from the recipient.
- 54.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 54.4 A member present in person or by proxy or via authorised representative if a Incorporated Member at a meeting of NUS shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 54.5 Where any Document or information is sent or supplied by NUS to the members:
- 54.5.1 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;
- 54.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 54.5.3 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.
- 54.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with NUS 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

- 54.7 Where any Document or information has been sent or supplied by NUS by Electronic Means and NUS receives notice that the message is undeliverable:
- 54.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of NUS, NUS is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal Address as shown in NUS's register of members or Directors, but may in its discretion choose to do so;

- 54.7.2 in all other cases, NUS shall send a Hard Copy of the Document or information to the member's postal Address as shown in NUS's register of members (if any), or in the case of a recipient who is not a member, to the last known postal Address for that person (if any); and
- 54.7.3 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

- 54.8 Copies of NUS's annual accounts and reports need not be sent to a person for whom NUS does not have a current Address.
- 54.9 Notices of general meetings need not be sent to a member who does not register an Address with NUS, or who registers only a postal Address outside the United Kingdom, or to a member for whom NUS does not have a current Address.

55. Communications to NUS

The provisions of the Companies Acts shall apply to communications to NUS.

56. Secretary

- 56.1 A Secretary may be appointed by the Directors 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:
- 56.1.1 anything authorised or required to be given or sent to, or served on, NUS by being sent to its Secretary may be given or sent to, or served on, NUS itself, and if addressed to the Secretary shall be treated as addressed to NUS; and
- 56.1.2 anything else required or authorised to be done by or to the Secretary of NUS may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

57. 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.

58. Minutes

- 58.1 The Directors must ensure minutes are made:
- 58.1.1 of all appointments of officers made by the Directors;
- 58.1.2 of all resolutions of NUS and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and

58.1.3 of all proceedings at meetings of NUS, of the UK Conference, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' 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 Director of NUS, be sufficient evidence of the proceedings.

59. Records and accounts

59.1 The Directors shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

59.1.1 annual reports;

59.1.2 annual statements of account; and

59.1.3 annual returns or confirmation statements.

60. Exclusion of model articles

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

WINDING UP

61. Winding up

If any property remains after NUS has been wound up or dissolved and all debts and liabilities have been satisfied, it shall be paid to or distributed among the members of NUS.

TRANSITIONAL PROVISIONS

62. Transitional provisions

Notwithstanding the remainder of these Articles (but subject to the Companies Acts), this Article 62 has effect immediately following the coming into force of the Articles.

62.1 Directors

62.1.1 the Directors of NUS will be those individuals who were its company directors immediately before the adoption of the Articles (the “**Transitional Directors**”), except those who cease to be directors in accordance with Article 51;

62.1.2 the Transitional Directors shall:

- (a) make arrangements for an Election Day (in accordance with Article 50) to take place as close as is practicable to the date of the next UK Conference;
- (b) co-opt such Lay Directors, to be appointed as close as is practicable to the date of the next UK Conference, as they think fit in accordance with Article 50; and
- (c) arrange for an election of Officers at the next UK Conference.

62.1.3 All remaining Transitional Directors shall step down within three months of the next UK Conference, unless they have been duly appointed in accordance with Article 50.

62.1.4 For the avoidance of doubt, notwithstanding their prior tenure, Transitional Directors may subsequently be co-opted as Lay Directors in accordance with Article 50 (and time spent as a Director prior to their appointment as a Lay Director will not be taken into account for the purposes of determining terms of office).

62.2 Officers

62.2.1 The Officers will be the individuals who were appointed in the following posts immediately before the adoption of the Articles:

- (a) NUS UK President, NUS Scotland President, NUS Wales President, NUS-USI President, Vice President Higher Education, Vice President Further Education, Vice President Welfare, Vice President Union Development, Black Students’ Officer, Disabled Students’ Officer, LGBT+ Officer, Women’s Officer and Trans Officer

(the “**Transitional Officers**”)

except to the extent that any of these Officers cease to be Officers in accordance with these Articles. The Directors may in their discretion appoint an individual to be an acting Officer to fill a vacancy in this transitional period.

62.2.2 Officers will be elected at the next appropriate Conferences (as specified in Article 33), to take office at the time specified in Article 33.3.1. Transitional Officers will cease to be in post from 30 June in that year.

62.3 Other provisions

- 62.3.1 The Directors may make such arrangements as they see fit in relation to the appointment of (i) the DPC; (ii) the Chief Returning Officer; and (iii) any other posts, on an interim basis until the appropriate procedures and elections set out in these Articles have occurred, taking into account the desirability of maintaining the existing office-holders in post until they are replaced, insofar as this is practicable.
- 62.3.2 The Directors may by resolution introduce temporary amendments to the Rules, which take effect for up to 12 months following the adoption of these Articles, for the purposes of remedying any inconsistencies and/or ensuring an orderly transition to the amended governing documents.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	“Articles”	NUS’s articles of association;
1.3	“Executive”	has the meaning given in Article 34.1;
1.4	“Chair”	has the meaning given in Article 41;
1.5	“Chief Returning Officer”	has the meaning given in Article 34;
1.6	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.7	“Conferences”	has the meaning given in Article 9;
1.8	“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;
1.9	“Code of Conduct”	a code of conduct approved by the Directors;
1.10	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to NUS;
1.11	“Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director 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

		Director is a paid director or member, partner or employee, or shareholder holding more than 1% of the capital;
1.12	“Document”	includes any summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.13	“DPC”	the Democratic Procedures Committee;
1.14	“Election Day”	has the meaning given in Article 50.3;
1.15	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.16	“Further Education Members”	members of NUS involved in the provision of further education (as determined by the DPC);
1.17	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.18	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.19	“Higher Education Members”	members of NUS involved in the provision of higher education (as determined by the DPC);
1.20	“Incorporated Member”	has the meaning given in Article 10.5;
1.21	“Liberation Conference”	has the meaning given in Article 9;
1.22	“Manifesto”	has the meaning given in Article 34.1;
1.23	“NUS-USI”	as defined by the Directors from time to time in accordance with the agreement between NUS and the Union of Students in Ireland;
1.24	“NUS-USI Conference”	has the meaning given in Article 9;
1.25	“Policy”	an expression of belief or opinion on a particular matter;
1.26	“Proxy Notice”	has the meaning given in Article 9;
1.27	“Proxy Notification Address”	has the meaning given in Article 30;
1.28	“Public Holiday”	means 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 company is registered;
1.29	“Regulations”	has the meaning given in Article 53;
1.30	“Rules”	has the meaning given in Article 52;
1.31	“Scotland Conference”	has the meaning given in Article 9;
1.32	“Scottish Members”	members of NUS which are headquartered in Scotland or are otherwise determined to be Scottish Members by the DPC;
1.33	“Secretary”	the secretary of NUS (if any);
1.34	“Student”	<p>(i) an individual who is engaged in a course, apprenticeship or programme of study, professional training or similar, which is provided by the further education institution, higher education institution or similar, which is associated with a member (or with an unincorporated association represented by a member);</p> <p>(ii) a sabbatical officer (or similar) of a member (or of an unincorporated association represented by a member); or</p> <p>(iii) an individual determined to be a Student by the DPC from time to time;</p> <p>who for the avoidance of doubt is not in that capacity a member of NUS.</p>
1.35	“Student Voice”	a democratic function of NUS as referred to in Article 9;
1.36	“Subsidiary Company”	any company in which NUS 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;
1.37	“Director”	a director of NUS, and includes any person occupying the position of director, by whatever name called; and
1.38	“UK Conference”	has the meaning given in Article 9;
1.39	“Wales Conference”	has the meaning given in Article 9;
1.40	“Welsh Members”	members of NUS which are headquartered in Wales or are otherwise determined to be Welsh Members by the DPC;

- 1.41 **“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.
2. Subject to paragraph 3 of this Schedule, any reference in the 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.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on NUS.