

# UUEAS POLICY 2015

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## **1640 Motion to Incorporate the Union of UEA Students, and associated Constitutional Amendments**

Passed 22 January 2015

Proposer: C Rand (UG Education Officer)

Seconder: C Jarvis (Campaigns and Democracy Officer)

### **Union Notes**

1. The Union is currently an 'unincorporated association' which means that the organisation only exists because of the Trustees.
2. Organisations can incorporate which means they have a legal identity separate from the members of its Board.
3. The Constitution includes clause 4.4.13: "incorporate and transfer all its assets to a charitable limited liability legal entity". This allows the union to incorporate.
4. Incorporation is the creation of a legal vehicle that limits the individual liability of Trustees.
5. It would also allow the union to hold a lease for Union House in its own name which it currently cannot do.
6. That many campaigning organisations including Oxfam, the refugee council and the Red Cross are companies.
7. Almost all other Higher Education Students' Unions have incorporated.
8. That incorporation requires a number of technical and legal changes to its governing documents to align in with company law.
9. That this is also an opportunity to clear up formatting errors in the governing document.
10. That the union attempted to incorporate last year but the relevant meeting failed to reach quorum.

### **Union Believes**

1. Most major campaigning organisations are incorporated. This gives benefits as incorporated organisations can limit risk for the trustees. As UUEAS is a complicated organisation the fear of personal risk could stop candidates for trustee positions.
2. That this process is therefore in the best interests of the Union.

### **Union Resolves**

1. In accordance with Clause 6 of the current constitution, to authorise the Trustees to transfer the assets and liabilities of the Union to a limited liability entity established for exclusively charitable purposes with the same or similar objects at such a time over the next twelve months as it would be appropriate to do so, and to dissolve the original Union at the appropriate time following the transfer if it is considered appropriate to do so.
2. That the governing document of the newly incorporated union should match the current document, carrying the existing bye laws into the new body, save that the following insertions & alterations should be made to ensure compliance with Companies House as detailed below, where this resolution acts as an authorisation to amend the constitution at a later date under clause 11 of the constitution.

**Correct** all numbered references to Articles/Clauses resulting from these changes as appropriate.

**Change** "Members" in A to "Ordinary Members".

In B **Change** "membership" to "ordinary membership" and change "Members" to "Ordinary Members".

In C **Change** "This Constitution has" to "These Articles have", change both references to "Members" to "Ordinary Members".

**Correct** references to "Clause" or "Clauses" to read "Article" or "Articles" as appropriate.

**Amend** Clause 1 to read "The meanings of any defined terms used in this Constitution are set out in Clause 106. If any dispute arises in relation to the interpretation of this Constitution or any of the Bye-Laws, a ruling shall be sought from the Chair of Trustees. Their ruling may be overturned by the Board of Trustees."

**Insert** new Clause 3 (and renumber as appropriate) "Registered office. The registered office of the Union is situated in England."

**Insert** new Clause 4, renumbering as appropriate

In pursuance of these objects, the Union will not tolerate, and shall seek to eradicate, discrimination on the basis of race, sex, sexual orientation, disability, ethnic origin, religion, age, nationality, caring responsibility status, sub cultures, 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.

**Insert** new Clause 5, renumbering as appropriate

In pursuance of these objects, the Union will embody the following values:

Collectivism - The people collectively, for the benefit of the people as a whole.

Diversity - The condition or quality of being diverse, different, or varied.

Equality - The quality or condition of being equal.

Fun - Diversion, amusement, sport; Also, a source or cause of amusement or pleasure.

Empowerment - The action of empowering; the state of being empowered.

Sustainability - the degree to which a process or enterprise is able to be maintained or continued while avoiding the long-term depletion of natural resources.

Democracy - Government by the people; power resides in the people as a whole, and is exercised either directly by them or by officers elected by them.

**Delete** first reference to 4.1, 4.2 and 4.3

**Add** to the end of Clause 4.4.11 "(including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);"

**Delete** Clause 4.4.13 and replace with "pay out of the funds of the Union the costs of forming and registering the Union;"

**Delete** Clause 4.4.15 and replace with "borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);"

In Clause 4.4.17 **Replace** "Charities Act 1993" to "Charities Act 2011"

**Add** to the end of 4.4.25 "...and carry on any other trade which is not expected to give rise to taxable profits;"

In Clause 4.4.29 after "in relation to the Union" **Insert** "including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading)"

**Insert** 4.4.29.4 "in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is their knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and"

**Delete** Clause 5.4 and replace with the following, renumbering as appropriate

#### **"Subsidiary Companies**

A Trustee may receive the following benefits from any Subsidiary Company:  
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;  
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;  
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 this provision and Article 6.3.3 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);  
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;

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;  
any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and  
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.  
For any transaction authorised by Article [X], the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article [X] have been complied with.  
Where a vacancy arises on the Board of Trustees with the result that Article [X] applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Article [X] provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible."

**Delete** Article 6 and replace with the following:

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

**Amend** Clause 11 as follows:

Add a new clause, 11.4: "A special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Ordinary members".

**Insert** after Clause 11, renumbering as appropriate:

**"Members of the Union**

The Members of the Union shall be as follows:  
Ordinary Members; and  
Company Law Members.

**Ordinary Membership"**

Delete the following from Clause 23.2 "Life members, Honorary Associate members, Honorary Life members and Reciprocal members"

**Insert** Clause 23.3 "Life members, Honorary Associate members, Honorary Life members and Reciprocal members will not have automatic rights to any privileges of the Union but may from time to time be granted privileges of the Union for

whatever charge or condition it sees fit at the exclusive discretion of the Trustee Board."

**Insert** after Clause 25, renumbering as appropriate:

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

##### Trustees as Company Law Members

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

A Trustee shall become a Company Law Member on becoming a Trustee.

The names of the Company Law Members of the Union shall be entered in the register of Company Law Members.

##### Termination of Company Law Membership

A Company Law Member shall cease to be a Company Law Member if they cease to be a Trustee.

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

#### **"Code of Conduct**

The Board of Trustees will establish and monitor a "Code of Conduct" that all Members shall be required to adhere to, including when Members are involved in activities or at events that are administered or organised by the Union.

The code of conduct may include a range of sanctions for breach of the code of conduct by a Member, including the suspension or removal of any or all of the rights and privileges of Membership, including the holding of office."

**Insert** at beginning of Clause 26 "Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. Thereafter,"

**Add** after Clause 42.7 and renumber as appropriate

"they become prohibited by law from being a charity trustee;  
in the case of a Full Time Officer Trustee or a Student Trustee, they are removed from Ordinary Membership of the Union in accordance with the Union's Code of Conduct;"

**Add** to the beginning of Clause 43.1 "(in the case of Trustees that are not full time officers)"

**Change** 43.2 "delete (in the case of Officer Trustees)" and then add to the beginning "(in the case of Full Time Officer Trustees)"

**Replace** Clause 52 as follows:

52 The Board of Trustees shall only have the power to prevent the implementation of policy or prevent the publication or dissemination of decisions of the Union Council, Student Officer Committee, Returning Officer, Democratic Procedures Committee or any subsidiary committees or bodies on the following grounds:

52.1 serious financial risk; and

52.2 legal requirements

52.3 and the Trustee Board shall seek appropriate external advice before exercising its power to overrule and shall report every exercise of its power to overrule the Union Council.

52.4 The Trustee Board shall not have any power to overrule or amend Policy itself.

**Delete** Clause 53

**Replace** Clause 56 and 57 as follows, renumbering as appropriate:

**“Trustees may delegate**

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

to such person or committee;

by such means (including by power of attorney);

to such an extent;

in relation to such matters or territories; and

on such terms and conditions

as they think fit.

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

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

**Replace** Clause 58 as follows, renumbering as appropriate:

**“Committees**

In the case of delegation to committees:

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

subject to Article [X], the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

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

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.

The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers:

Management Committee (as further described in Article [X]);

Appointments & HR Committee;

Finance Committee.

For the avoidance of doubt, the Trustees may (in accordance with Articles [X] and [X]) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required

for cheques above a certain amount as set out in 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.

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

**Replace** Clause 59 as follows, renumbering as appropriate:

**"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:

the delegated power shall be to manage the Union by directing staff to support the implementation of 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;

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

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

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

**Insert** at Clause 60 as follows, renumbering as appropriate:

**"The Student Officer Committee**

Unless the bye-laws outline otherwise, the Student Officer Committee shall include:

the Sabbatical Officers;

the Part-Time Officers; and

the Chief Executive (non voting)

The Student Officer Committee's responsibility shall be to set out and promote the interests of the student members as from time to time determined by policy resolution and suggested by election and consultation. They shall advise the Trustee Board of any implications for the use of resources arising out of this. They shall also act as the political leadership of the union, carrying out representation and campaigning work and the implementation of policy.

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

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

**Insert** at Clause 61 as follows, renumbering as appropriate:

**"The Management Committee**

Unless the bye-laws outline otherwise, the Management Committee shall include:

the Sabbatical Officers;

the Chief Executive (non voting)

The Management Committee's responsibility shall extend to those day to day duties of the Trustees formally delegated to it.

The Chief Executive and the Union's senior management team will normally attend meetings of the Committee.

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

**Delete** Clauses 62-70 renumbering as appropriate, and create a new Bye Law called "Dismissal & Resignation" containing these clauses

**Delete** Clause 73-90 and replace as follows, renumbering as appropriate:

**"Directors 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 [X].

**Trustees' meetings**

The Trustees shall hold a minimum of four meetings in any Academic Year. Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

Calling a Trustees' meeting

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

**Length of Notice**

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

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

**Contents of Notice**

Every notice calling a Trustees' meeting shall specify:

the place, day and time of the meeting;

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

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.

**Service of Notice**

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

Participation in Trustees' meetings

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

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

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

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.

**Quorum for Trustees' meetings**

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

The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings shall be half of the post-holders on the Trustee Board and such quorum must include a minimum of one External Trustee and four Trustees who are ordinary members of the Union. 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 five. 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 Ordinary Members to elect further Trustees.

### **Chair and Deputy Chair**

The Trustees shall appoint a Full Time Officer to be the Chair of the Trustees. The Trustees shall appoint an External Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

### **Casting vote**

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

### **Decisions without a meeting**

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

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

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

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

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

the Recipient must prepare a minute of the decision in accordance with Article [X].

### **Trustee interests and management of conflicts of interest**

#### **Declaration of interests**

Unless Article [X] applies, a Trustee must declare the nature and extent of: any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and 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.

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

#### Participation in decision-making

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.

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:

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

- (a) any benefit received in his, her or its capacity as a beneficiary of the Union (as permitted under Article [X] 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 [X];
  - (c) payment under the indemnity set out at Article [X]; and
  - (d) reimbursement of expenses in accordance with Article [X]; or
- a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case they must comply with Article [X].

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

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;

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

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

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

Where a Trustee 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:

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 him or her; and

the Trustee shall not be accountable to the Union 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.

#### Register of Trustees' interests

The Trustees shall cause a register of Trustees' interests to be kept"

**Delete** Clauses 93.2 and 93.3, renumbering as appropriate.

**Insert** after Clause 94 and renumber as appropriate:

#### **"COMPANY LAW MEETINGS**

##### **Company Law Meetings**

The Trustees may call a Company Law Meeting at any time. Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

A Company Law Meeting will 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**

### **Written Resolutions**

Subject to this Article [X], a written resolution agreed by:

Company Law Members representing a simple majority; or

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

of the total voting rights of eligible Company Law Members shall be effective.

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

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

### **Circulation**

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.

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.

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.

the Companies Acts.

### **Signifying agreement**

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

identifying the resolution to which it relates; and

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

For the purposes of Article [20.8]:

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

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.

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)"

**Delete** Clause 95 to 105 and replace with the following, renumbering as appropriate:

## **“Communications by and to the Union**

### **Methods of communication**

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:

in Hard Copy Form;

in Electronic Form; or

by making it available on a website.

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.

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

### **Deemed delivery**

A 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.

Where any document or information is sent or supplied by the Union to the Members:

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;

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

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

when the material was first made available on the website; or

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

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**

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:

if the document or information has been sent to a Company Law Member 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 postal address as shown in the Union's register of Company Law Members, but may in its discretion choose to do so; in all other cases, the Union shall send a Hard Copy of the document or information to the Member's postal address as shown in the Union's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and 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**

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.

Notices of Company Law Meetings need not be sent to a 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**

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

### **Secretary**

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:

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 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.

### **Minutes**

The Trustees shall cause minutes to be made in books kept for the purpose: of all appointments of officers made by the Trustees; of all resolutions of the Union and of the Trustees; and of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Student Member or Trustee of the Union, be sufficient evidence of the proceedings.

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

The minutes of the meetings referred to in Article [X] above shall normally be considered open and shall be available to the Ordinary 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

### **Records and accounts**

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:

annual reports;

annual returns; and

annual statements of account.

The Ordinary Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article [X].

### **Irregularities**

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

### **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 Ordinary Members' meeting as if a Student Member and shall also have the right to receive accounts of the Union when available to Ordinary Members.

### **Exclusion of model articles**

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

## **TRUSTEES' INDEMNITY**

### **Indemnity**

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

**Amend** 106.22 to read "statements which describe that which is in the best interests of students as determined by Referenda or the Union Council or General Meeting in accordance with the Bye-Laws respectively;"

**Insert** at end:

"Subject to Article [X], 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.

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"

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### **1649 Amendment to the Bye-Laws: Integrated School's Representation on Union Council**

Passed 22 January 2015

Proposer: D Hall (Postgraduate Officer)

Seconder: C Jarvis (Campaigns and Democracy Officer)

As such, the Democratic Procedures Committee propose the addition of a sub-clause to 1.8.4 - to be numbered 1.8.4.1, to read as follows:

*"Where one or more Schools have integrated into a single School, the rep allocation shall remain at the pre-integration levels."*

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### **1649A Emergency Amendment to the Constitution: Intercalating Students**

Passed 22 January 2015

Proposer: L McCafferty (PG Education Officer)

Seconder: C Jarvis (Campaigns and Democracy Officer)

*Add to the definition of student at 106.2.4 in the Constitution: "save that any student that the University marks as 'intercalating' will be regarded by the Union as a registered student"*

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### **1652 Student Housing Co-Ops**

Passed 22 January 2015

Proposer: Helen Mallett (Food Co-Op)

Seconder: Chris Jarvis (Campaigns & Democracy Officer)

#### **Union notes:**

1) When the coalition came to power, tuition fees were trebled to £9000 per

year.

- 2) In recent times, maintenance grants have been rising below inflation.
- 3) The cost of accommodation at UEA rose by 4.2% in for 2014/15 entry.
- 4) Student housing is notorious for being riddled with problems and often regarded as being of substantially lower quality than the rest of the housing sector. This has been borne out in evidence produced by NUS in the 'Homes Fit for Study Report.'
- 5) One of UUEAS's priority campaigns in 2014/15, cost of living, has a key focus on student housing, looking to tackle problems both in University owned halls of residence, and properties in the private sector.
- 6) Student housing co-operatives provide an alternative model for student housing.
- 7) Housing co-operatives are typically substantially cheaper than other rented accommodation, as there's no-one seeking to make profit.
- 8) Housing co-operatives are student-owned and put students in control of their living situations. We are our own landlords, put the rent up when we want to, and can make alterations to the house including painting walls, and property maintenance.
- 9) Housing co-operatives help students to develop useful skills in financial management, democracy, publicity and hands on skills such as property maintenance, gardening, etc.
- 10) Student housing co-operatives have recently been successfully set up in Birmingham and in Edinburgh, and the trend is expanding nationwide through the Students for Co-operation network.
- 11) The existing reserves policy states that 'in principle we should be seeking to invest the Unions reserves in students now' and the reserves should be spent on 'policies that have been endorsed or passed by Council that require extra capital funding.' (24/10/13 1395 Union reserves policy amended).

### **Union Believes:**

- 1) UEA management's approach to university accommodation fees is based on maximising profit and takes little consideration of students' ability to pay.
- 2) Rent in the private sector is going up, and students are increasingly forced into inadequate accommodation that is poorly insulated, in the control of rogue landlords or unsafe.
- 3) Students shouldn't be forced to pay excessive and unaffordable rents, by the private rental sector or by the university.
- 4) Students shouldn't have to live in unsatisfactory housing.

5) Students are entirely capable of running and maintaining their own collective residences in the form of housing co-operatives. This is beneficial for themselves, for their finances and for their successors.

6) That supporting a student-owned housing co-operative fulfils UUEAS's values of sustainability, collectivism, fun and empowerment, and UUEAS's purpose – to enrich the life of students.

**Union resolves:**

- 1) To investigate the feasibility of combining capital expenditure from the reserves with funding from external partners to establish a student run housing co-operative in Norwich.
- 2) To report back to the first Council of the next academic year on what progress has been made.

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**1653 Ethical Investment Policy for UUEAS**

Passed: 22 January 2015

Proposer: Chris Jarvis (Campaigns & Democracy Officer)

Seconder: Josh Wilson (Ethical Issues Officer)

**Union Notes:**

1. UUEAS currently holds a substantial amount of cash in reserves
2. At present this money is currently held in the Co-Operative Bank
3. Most large organisations do not hold substantial amounts of reserved funds in a bank account; instead they will invest these funds in a variety of projects or companies.
4. The rate of return for such investment is typically significantly higher than that of the interest rates offered by banks.
5. That UUEAS is an organisation which prides itself on establishing strong ethical criteria for its operations.
6. Through numerous policies, UUEAS has developed a series of ethical principles which guide our procurement, advertising and commercial and non-commercial partnership.
7. As demonstrated through policies 1365 (Ethical Banking) and 1441 (Fossil Free UEA), students at UEA have a keen interest in the principles of ethical investment and their implementation at both UEA and UUEAS.
8. That through an investment policy, it is possible to put in place rigorous ethical and environmental standards.

**Union Believes:**

1. Holding reserves in a bank account with a low interest rate is not financially sensible if investing such money elsewhere would offer a higher rate of return.

2. Generating substantial return on money held in reserves will help to ensure the financial longevity of the organisation, but will also generate more money that can be spent on student services, campaigns and opportunities.
3. The ethical and environmental consciousness of UUEAS and the student body at UEA should be reflected in all of its practices.
4. Although the Co-Operative Bank has their own ethical investment policy, this may differ significantly from a framework than we would like to have.
5. UUEAS should manage its finances in a way which offers a healthy return but also in a way that adheres to rigorous ethical criteria.
6. In adopting an ethical investment policy, UUEAS would be a pioneer in the Student Union sector and act as good example to the University, enabling us to lobby effectively for good practice sector and campus wide.

### **Union Resolves:**

1. To establish an ethical investment based on the principles outlined above and taking direction from existing Union policy.
2. To bring this policy for approval first to the Ethical Steering Group and then to Union Council

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## **1655 Amendment to the Byelaws – Elections to Union Council**

Passed 22 January 2015

Proposer: Chris Jarvis (Campaigns & Democracy Officer)

Seconder: David Hall (GSA President)

### **Union Notes:**

1. UUEAS is a democratic organisation.
2. The main democratic body of the UUEAS is Union Council.
3. The existing election rules for Union Councillors are as follows:

4.42 The Campaigns and Democracy Officer shall be responsible for the organisation of this election process and will publish a timetable and details accordingly.

4.43 If the number of candidates is less than or equal to the number of vacancies they shall be declared elected without a ballot being held. If an election is held it will be by Single Transferable Vote.

### **Union Believes**

1. At present, one of the problems with our democratic system is that an effective election process is not laid out.
2. These election rules do not recognise the different forms of representatives that we have on Union Council.
3. Byelaw 4.43 effectively allows for a significant number of positions on Union Council to be appointed *nem con*, and therefore undermines any electoral process.
4. Instances of significant numbers of candidates and exceptional turnouts in some Union Councillor elections this year shows that there is an appetite for a strict electoral process for Union Council.

5. A dedicated election week for Union Councillors would increase awareness of Union Council, its function and who sits on it.
6. In order to be a legitimate representative body, Union Councillors ought to be elected directly by the students they are there to represent.
7. Although historically we have not had the resource, both in staff terms and technology terms to run a mass election for Union Council, the new website allows to run such an election effectively.

**Union Resolves:**

1. Delete byelaw 4.42 and 4.43 and replace with the following, renumbering accordingly:

**Rules governing the election of Union Council representatives**

4.42 The Campaigns and Democracy Officer shall be responsible for the organisation of elections to Union Council positions, including the appointment of a Returning Officer and the creation of an election timetable.

4.43 Elections to clubs, societies and peer support groups' representatives will take place at the same time as elections to their committees

4.44 Elections to school representatives will take place to allow the announcement of results at least 1 week before the first council of the first term of an academic year.

4.45 Election rules, where deemed applicable by the Campaigns and Democracy Officer and the Returning Officer, will be the same as those used for elections to other UUEAS positions.

4.46 Elections will take place through Single Transferable Vote and will be contested by all valid candidates nominated as well as 'Re-Open Nominations'.

4.47 The Campaigns and Democracy Officer shall be responsible for co-ordinating by-elections for positions that remain vacant after the main elections for Council positions have taken place.

2. To commit resources, both in financial and staffing terms to advertising and running these elections to Union Council.

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**1656 Anti-Counter-'Terrorism' Bill**

Passed 22 January 2015

Proposer: Holly Staynor - Welfare, Community and Diversity Officer

Seconder: Chris Jarvis – Campaigns and Democracy Officer

**Union Notes**

1. That the 'Counter-Terrorism and Security Bill' has this week gone to the House of Lords, having been passed through the House of Commons at the end of 2014.
2. That the bill targets particular parts of society to play a role in monitoring and preventing extremism; one of these highlighted areas is the education sector.
3. That the Bill calls on academic staff to be involved in monitoring their students for extremism.
4. That the Bill also includes plans to expand the 'PREVENT' and 'Channel' initiatives.
5. That the Bill will give the Government powers to order the banning of what they regard to be extremist speakers.
6. That upon the Bill's second reading in the House of Lords on Tuesday 13<sup>th</sup> January 2015, a number of peers expressed concern about the implications of the Bill; these concerns included the impact the Bill would have on Universities already given obligation to defend academic freedom and freedom of speech.
7. That NUS have called for the Bill to be stopped with immediate effect, along with *"the damaging rhetoric that surrounds it"*.<sup>1</sup>

### **Union Believes**

1. That this Bill is problematic both in the ramifications of its implementation as well as the underlying rhetoric that is invoked.
2. That this Bill has been rushed and has not undergone sufficient scrutiny.
3. That this Bill can be seen to be simply capitalising on recent global events in reinforcing negative attitudes towards Muslims and other minority groups.
4. That calling on institutions and academics to monitor their students legitimises mass surveillance and erodes civil liberties of people in the UK.
5. That giving academics this responsibility will also negatively affect the staff student relationship and will infringe on our right to engage in education.
6. That giving the Government further undefined powers to order that 'extremist' speakers be banned risks further developing a culture of suspicion and surveillance on campuses.
7. That plans to expand the 'PREVENT' and 'Channel' initiatives will even further increase islamophobia and negative attitudes towards some of the most vulnerable students on our campus.
8. That universities and colleges are fundamentally places of education, not surveillance.
9. That rather than winning the support of minority communities, the Bill could serve to isolate many students who already feel that the only avenue through which the Government will engage with them is through 'anti-radicalisation' initiatives.
10. That this is yet another example of the media and the Government repeatedly using language and reinforcing stereotypes which have a big negative impact on the most vulnerable and isolated students on our campus.

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<sup>1</sup> <http://beta.nusconnect.org.uk/articles/statement-on-counter-terrorism-and-security-bill>

11. That we should take an unwavering stand against Islamophobia both globally and on our campus.
12. That we should always maintain protecting the most vulnerable students on our campus as an utmost priority.
13. That the 'Counter-Terrorism and Security Bill' should be stopped with immediate effect.
14. That an enquiry should be carried out regarding the Bill's proposals and their compliancy with the '2010 Equality Act' and the '1986 Education Act'.
15. That the Government's 'anti-extremism' agenda on the whole needs thorough and immediate reassessment.

### **Union Resolves**

1. To mandate the Welfare, Community and Diversity Officer to write a public statement outlining the above beliefs and distribute this to MPs and any other relevant groups.
2. To mandate the Welfare, Community and Diversity Officer to communicate the above beliefs to the Executive Team of UEA and urge them to also publically condemn the Bill.

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### **1657 No to Islamophobia on our Campus**

Passed 22 January 2015

Proposer: Holly Staynor – Welfare, Community and Diversity Officer  
Seconder: Liam Mccafferty – Postgraduate Education Officer

### **Union Notes:**

- 1) That since 2003, there has been almost a 400 per cent rise in reported hate crime against Muslims. Women wearing religious dress are particularly under threat. <sup>2</sup>
- 2) That this has, in part, been fuelled by recent events in the Middle East.
- 3) That groups such as the English Defence League (EDL) continue to march on explicitly anti-Muslim platforms.
- 4) That NUS recently condemned pressure group 'Student Rights', an organisation claiming to support 'freedom from extremism' on UK university campuses and mostly criticises speakers it sees as 'extremists' who have been invited by Islamic societies. <sup>3</sup>
- 5) That November is Islamophobia Awareness Month.

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<sup>2</sup> <http://www.theweek.co.uk/uk-news/59333/anti-muslim-hate-crimes-increase-in-england-and-wales>

<sup>3</sup> [http://www.huffingtonpost.co.uk/2014/05/15/tide-turns-against-anti-extremist-student-rights-nus\\_n\\_5328334.html](http://www.huffingtonpost.co.uk/2014/05/15/tide-turns-against-anti-extremist-student-rights-nus_n_5328334.html)

### **Union Believes:**

- 1) That Islamophobia is on the rise in the UK.
- 2) That the rise of groups like the EDL has been fuelled in large part by a growth in mainstream Islamophobia associated with the War on Terror. On campuses this has included vicious media crusades against Islamic Societies, and the use of the "Preventing Violent Extremism" initiative (PVE) to set up "anti-extremism" meetings and discourage anti-war meetings.
- 3) That the use of anti-terror initiatives to clamp down on Muslim students' freedom of expression amounts to a racist witch-hunt in the tradition of McCarthyism.
- 4) That 'Student Rights' activities fuel Islamophobia, by disproportionately and unfairly targeting Muslim students, contributing to their marginalisation and ostracisation, damaging campus cohesion and feeding into a growing trend of islamophobic discourse in wider society.
- 5) That this has led to an environment where many Muslim students feel victimised and unsafe on campus.
- 6) That recent global events have been used as an excuse to incite hatred towards Muslims and that this is wholly unacceptable and should end now.
- 7) That the government and the media are responsible for creating a harmful rhetoric surrounding Muslims and recent terrorist activity to serve the purpose of motivating the public to hold hateful and dangerous attitudes in order to rally support for ongoing wars in the Middle East.
- 8) That no UEA student should feel unsafe or victimised on the basis of their race or religion.
- 9) That we want to create an environment that is a safe space in which all students can feel safe and free from persecution.

### **Union Resolves:**

- 1) To re-affirm our opposition to islamophobia in all of its forms.
- 2) To mandate the Welfare, Community, and Diversity Officer to draft an open letter condemning the rise of Islamophobia, and to re-affirm our commitment to ensuring a safe and inclusive environment for all students.
- 3) To oppose any PVE initiatives, including the Government led initiatives of 'PREVENT' and 'Channel' on our campus.
- 4) To run an awareness campaign in November for Islamophobia Awareness Month.
- 5) To mandate the Welfare, Community and Diversity Officer to set up a Students Union 'Faith Committee' comprised of representatives from all faith groups on campus, with the aim of discussing ways in which to eradicate islamophobia and other race and religion based discrimination on our campus.