

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

Articles of Association
of
University of Bristol Students' Union

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BACKGROUND (for the purposes of context and information only)

- (A) The University of Bristol Students' Union ("the Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Members.
- (B) The Union will seek at all times:
- (i) to pursue its aims and objectives independent of any political party or religious group; and
 - (ii) to ensure that no person is subject to discrimination or harassment on the basis of political or religious beliefs, social background, appearance or marital status, ethnicity or nationality, gender or sexual orientation, illness, age, responsibility towards dependents or any disability.
- (C) This Memorandum and the Union's Articles of Association have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Board of Trustees will give proper consideration to the views of the Members. The Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees.
- (D) Under the Education Act 1994, the University of Bristol has a statutory duty to ensure that the Union operates in a fair and democratic manner and is required to ensure proper accountability for its finances. The Union therefore works alongside the University of Bristol in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Members are met.

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

| Term | Meaning |
|----------------------------|---|
| 1.1 “Academic Year” | the period between 1 August in one year and 31 July in the next year or such other period as may be determined by the University of Bristol as the period during which Students are required to be registered with the University of Bristol. Each Academic Year is for the time being divided into three terms |
| 1.2 “address” | includes a number or address used for the purposes of sending or receiving documents by electronic means |
| 1.3 “Articles” | these Articles of Association of the Union |
| 1.4 “Bye-Laws” | the bye-laws governing any working practices of the Union not dealt with in the Rules made from time to time in accordance with Article 56 |
| 1.5 “Chair” | the chair of the board of Trustees, who shall be one of the Co-opted Trustees appointed in accordance with Article 131 |
| 1.6 “Chief Executive” | the chief executive of the Union who is appointed jointly by the Board of Trustees and the University Council and will enter into a contract of employment with the Union |
| 1.7 “circulation date” | in relation to a written resolution, has the meaning given to it in the Companies Acts |
| 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 Practice” | the code of practice relating to the University of Bristol’s obligations under section 22 of the Education Act |
| 1.10 “Companies Acts” | has the meaning given to it in section 2 of the Companies Act 2006 |
| 1.11 “Company Law Meeting” | any general meeting of the Company Law Members for the purposes of the Companies Acts |
| 1.12 “Company Law Members” | Members of the Union for the purposes of the Companies Acts, as defined in Article 19 |

- 1.13 **“Conflict of Interest”** any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts or might conflict with the interests of the Union
- 1.14 **“Connected Person”** any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 2% of the capital
- 1.15 **“Co-Opted Trustee”** a Trustee appointed in accordance with Article 39
- 1.16 **“Director of Legal Services”** the person or persons appointed by the University to that role or any equivalent successor role to it from time to time
- 1.17 **“Education Act”** the Education Act 1994
- 1.18 **“Effective Date”** the date on which the undertaking previously carried on by the unincorporated charity known as the University of Bristol Union is transferred to the Union
- 1.19 **“Elected Trustees”** the Sabbatical Trustees and/or the Student Trustees
- 1.20 **“electronic form” and “electronic means”** have the meanings respectively given to them in the Companies Act 2006
- 1.21 **“External Trustees”** the Co-opted Trustees and/or the Nominated Trustee (and who, for the avoidance of doubt, shall not be deemed to be either a Major Union Office Holder or a sabbatical union office holder for the purposes of the Education Act”
- 1.22 **“Financial Contact”** has the meaning given in Article 155

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| 1.23 | “Finance Director” | the person or persons appointed by the University to that role or any equivalent successor role to it from time to time |
| 1.24 | “financial expert” | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 |
| 1.25 | “hard copy” and “hard copy form” | have the meanings respectively given to them in the Companies Act 2006 |
| 1.26 | “Hour” | any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England |
| 1.27 | “Legal Contact” | has the meaning given in Article 155 |
| 1.28 | “Major Union Office Holder” | means, for the purposes of the Education Act 1994: <ul style="list-style-type: none"> • Sabbatical Officers • Sabbatical Trustees and any other office holders which may be so ascribed by law |
| 1.29 | “Members” | members of the Union, as specified in Article 17 |
| 1.30 | “Memorandum” | the Memorandum of Association of the Union filed at Companies House upon incorporation of the Union |
| 1.31 | “Nominated Trustee” | a Trustee appointed in accordance with Article 42 |
| 1.32 | “Nominated Trustee’s Representative” | a person (appointed by the Nominated Trustee pursuant to Article 45.2. Any such appointment shall cease on the notification by either the Nominated Trustee or the Nominated Trustee’s Representative to the Chair that the appointment has ceased |
| 1.33 | “Objects” | The objects of the Union, as specified in Article 9 |
| 1.34 | “Personal Interest” | a financial interest or an interest that does not arise in the ordinary course of being a Member or a Trustee (for example, being a member of a club or society) |
| 1.35 | “RAG” | the raise and give society (howsoever called) which develops Students by providing them with an opportunity to raise funds for charitable causes |

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| 1.36 | “Referendum” | a ballot in which all Student Members of the Union are entitled to cast a vote, the protocol for which is set out in the Bye-Laws |
| 1.37 | “Rules” | the rules governing the management, administration and working practices of the Union made from time to time in accordance with Article 73 |
| 1.38 | “Sabbatical Officers” | the individuals elected in accordance with Article 35 |
| 1.39 | “Sabbatical Trustee” | a Trustee elected in accordance with Article 35 |
| 1.40 | “Secretary” | the secretary of the Union (if any) as defined in Article 149 |
| 1.41 | “Student” | any individual who has been awarded and continues to hold student status (whether full-time or part-time) by the University of Bristol |
| 1.42 | “Student Council” | the Student body elected by and from the Student Members in accordance with the Articles and Bye-Laws |
| 1.43 | “Student Member” | Student members of the Union, as defined by Article 18 |
| 1.44 | “Student Trustee” | a Trustee elected in accordance with Article 20 who is a Student and for the avoidance of doubt shall not, for the purposes of section 22 of the Education Act, be a Major Union Office Holder |
| 1.45 | “Subsidiary Company” | any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company |
| 1.46 | “Trustee” and “Trustees” | the director and directors of the Union as defined in the Companies Acts |
| 1.47 | “Union” | the University of Bristol Students’ Union |
| 1.48 | “Union Officers” | the Sabbatical Officers and the part-time officers of the Union as defined in the Bye-Laws |
| 1.49 | “University of Bristol” and “University” | the University of Bristol constituted by Royal Charter dated 24 May 1909 |

- 1.50 **“University Council”** the governing body of the University
- 1.51 **"University Treasurer"** means the Treasurer of the University from time to time
- 1.52 **“University Contacts”** has the meaning given in Article 155
- 1.53 **“Vice-Chair”** the vice-chair of the board of Trustees appointed in accordance with Article 132
2. Subject to Article 1, any reference in these Articles or the Memorandum 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 bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Union.
4. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
5. The meaning of general words introduced by the word **"other"** or the word **“including”** will not be limited by reference to any preceding (or following) words or enumeration including a particular class of acts, matters or things.
6. Headings are for reference purposes only and shall not affect the construction of anything in the Articles.

Name

7. The name of the company is “University of Bristol Students’ Union”. In this Memorandum and the company’s Articles it is called “the Union”.

Registered office

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

Objects

9. The objects of the Union are the advancement of education of students at the University of Bristol for the public benefit by:
- 9.1 promoting the interests and welfare of students at the University of Bristol during their course of study and representing, supporting and advising members;
- 9.2 being the recognised representative channel between students and the University of Bristol and any other external bodies; and
- 9.3 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its members.

Powers

10. To further its objects the Union may:
 - 10.1 provide services and facilities for the Students;
 - 10.2 establish, maintain and promote activities (whether sporting, cultural, social or otherwise) for the Students;
 - 10.3 establish, recognise, affiliate, administer and remove or dissolve any clubs or societies (and the Union may charge for membership of such bodies and may fund them);
 - 10.4 represent the Students to the University and to other third parties or the general public;
 - 10.5 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake and provided the Union complies with the Education Act and any guidance published by the Charity Commission;
 - 10.6 provide or procure the provision of counselling, guidance, support, representation and advocacy;
 - 10.7 provide or procure the provision of advice;
 - 10.8 provide and assist in the provision of money, materials or other help;
 - 10.9 support any RAG or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
 - 10.10 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
 - 10.11 write, commission, print, publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
 - 10.12 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
 - 10.13 publicise the Union and the Students;
 - 10.14 make awards, prizes, grants or donations (subject to such consents as may be required by law);
 - 10.15 enter into contracts to provide services to or on behalf of other bodies;
 - 10.16 subject to the prior approval of the University Council, acquire or rent any real property of any kind (and any rights or privileges in and over such real property) and carry out any works of construction, re-construction, development or alteration in relation to such

real property (or any buildings or facilities thereon) and (without the prior approval of the University Council) to maintain and equip any buildings or facilities on such real property;

- 10.17 acquire or rent any property of any kind that is not real property and any rights or privileges in and over such property;
- 10.18 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit provided that the prior approval of the University Council shall be required to any disposal or dealing which the Trustees consider to be outside the ordinary course of the business or operations of the Union or will or may have a material adverse effect on the Union;
- 10.19 subject to any consent required by law and to the prior approval of the University Council, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 10.20 set aside funds for special purposes or as reserves against future expenditure;
- 10.21 invest the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 10.22 delegate the management of investments to a financial expert or experts provided that:
 - 10.22.1 the investment policy is set down in writing for the financial expert or experts by the Trustees;
 - 10.22.2 every transaction is reported promptly to the Trustees;
 - 10.22.3 the performance of the investments is reviewed regularly by the Trustees;
 - 10.22.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 10.22.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 10.22.6 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 10.22.7 the financial expert or experts may not do anything outside the powers of the Trustees;
- 10.23 arrange for investments or other property of the Union to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert or experts acting under their instructions and pay any reasonable fee required;
- 10.24 subject to the prior approval of the University Council, lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company (provided that the prior approval of the

University Council will not be required in respect of any loan not exceeding £5000 in total to any club or society affiliated to the Union);

- 10.25 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 10.26 subject to the restriction in this Article 10 raise funds by way of subscription, donation or otherwise;
- 10.27 accept (or disclaim) gifts of money and any other property;
- 10.28 carry on or engage in any lawful trading activities;
- 10.29 incorporate subsidiary companies to carry on any trade;
- 10.30 subject to Article 11:
 - 10.30.1 engage and pay employees, consultants and professional or other advisers; and
 - 10.30.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 10.31 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 10.32 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's Objects);
- 10.33 undertake and execute charitable trusts;
- 10.34 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Union;
- 10.35 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 10.36 pay out of the funds of the Union the costs of forming and registering the Union;
- 10.37 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 10.38 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

- 10.38.1 any liability to pay a criminal or regulatory fine;
- 10.38.2 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
- 10.38.3 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or
- 10.38.4 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 his or her knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and

10.39 do all such other lawful things as may further the Union's Objects;

provided that the prior approval of the University Council shall be required for the exercise of any power which would or may effect any grant, transfer or other disposal (including by way of amalgamation or merger) of all or substantially all of the assets of the Union to any other person.

11. **Limitation on private benefits**

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

11.2 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of benefit to the Members of the Union and no Trustee may receive any remuneration or other benefit in money or money's worth from the Union. This shall not prevent any payment in good faith by the Union of:

11.2.1 any payments made to any Member, Trustee or Connected Person in their capacity as a beneficiary of the Union;

11.2.2 reasonable and proper out of pocket expenses of the Trustees;

11.2.3 reasonable and proper remuneration to any Sabbatical Trustee for any goods or services supplied to the Union on the instructions of the Trustees (excluding the service of acting as Trustee) provided that:

(a) the procedure described in Articles 138 to 140 must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;

(b) this provision together with Articles 11.2.4 and 11.3.3 may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee); and

- (c) at all times the provisions of the Education Act are complied with;
- 11.2.4 reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Union (including services performed under a contract of employment with the Union) provided that:
- (a) if such person is a Connected Person the procedure described in Articles 138 to 140 must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
 - (b) this provision together with clauses 1 and 2 of this Memorandum may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);
- 11.2.5 interest on money lent by any Member, Trustee or Connected Person at a reasonable and proper rate;
- 11.2.6 any reasonable and proper rent for premises let by any Member, Trustee or Connected Person;
- 11.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 10.38; and
- 11.2.8 any payments made to any Trustee or officer under the indemnity provisions set out at Article 168.
- 11.3 Except as provided below no part of the income and property of any Subsidiary Company may be paid or transferred directly or indirectly by way of benefit to the Members of the Union and no Trustee may receive any remuneration or other benefit in money or money's worth from any Subsidiary Company. This shall not prevent any payment in good faith by any Subsidiary Company of:
- 11.3.1 any payments made to any Member, Trustee or Connected Person in their capacity as a beneficiary of the Union and/or of the Subsidiary Company;
 - 11.3.2 reasonable and proper out of pocket expenses of the Trustees;
 - 11.3.3 reasonable and proper remuneration to any person for any goods or services supplied to the Subsidiary Company (including services performed under a contract of employment with the Subsidiary Company) provided that:
 - (a) if such person is a Trustee or a Connected Person such remuneration and any changes to it must be approved by the Trustees following the procedure described in Articles 141 to 144 as far as the relevant Trustee is concerned; and
 - (b) this provision together with Articles 11.2.3 and 11.2.4 may not apply to more than half of the Trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);

- 11.3.4 interest on money lent by any Member, Trustee or Connected Person at a reasonable and proper rate;
 - 11.3.5 any reasonable and proper rent for premises let by any Member, Trustee or Connected Person;
 - 11.3.6 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 10.38; and
 - 11.3.7 any payments made to any Trustee or officer under the indemnity provisions set out at Article 168.
- 11.4 For any transaction authorised by Articles 11.2 or 11.3, 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 Articles 11.2 or 11.3 (as appropriate) have been complied with.
- 11.5 Where a vacancy arises on the Board of Trustees which would result in Article 11.2.3 and/or 11.2.4 applying to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration which is otherwise in accordance with the Articles, provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

Limited liability

12. The liability of the Company Law Members is limited.
13. Every Company Law Member of the Union undertakes to contribute a sum not exceeding £1 to the assets of the Union if it is wound up during his or her membership or within one year afterwards:
- 13.1 for payment of the debts and liabilities of the Union contracted before he or she ceased to be a Company Law Member;
 - 13.2 for the costs, charges and expenses of winding up; and
 - 13.3 for the adjustment of the rights of the contributories among themselves.

Winding up

14. If any property remains after the Union has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members of the Union, but must be given either to some other institution or institutions with similar objects which is or are regarded as charitable under the law of every part of the United Kingdom or to the University of Bristol. The institution or institutions to benefit may be chosen by resolution of the Trustees at or before the time of winding up or dissolution. The prior approval of the University Council shall be required to any Company Law Members' resolution to voluntarily wind up the Union.

Reviewing and Amending the Memorandum and Articles

15. The University Council shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.
16. Any amendment to the Union's Articles of Association shall require the following:
 - 16.1 the prior approval of Student Council;
 - 16.2 the prior approval of the University Council;
 - 16.3 a special resolution of the Company Law Members; and
 - 16.4 such other approvals, consents and filings as may from time to time be required by the Companies Acts and other law to give effect to the amendment.

Members

17. Until and including the Effective Date, the subscribers to the Memorandum shall be the Members of the Union. Thereafter, the Members shall be as follows:
 - 17.1 the subscribers to the Memorandum;
 - 17.2 the Student Members; and
 - 17.3 the Company Law Members.
18. The Student Members of the Union shall be as follows:
 - 18.1 each and every Student who has not opted out by notifying the Union of his or her wish not to be a Student Member of the Union; and
 - 18.2 the Sabbatical Officers.
19. The Company Law Members of the Union shall be the Trustees from time to time (and for the avoidance of doubt a Trustee shall become a Company Law Member upon becoming a Trustee).
20. The names of the Company Law Members of the Union shall be entered in the register of Company Law Members.
21. Membership shall not be transferable and shall cease on death. A Member shall cease to be a Member:
 - 21.1 in the case of Student Members:
 - 21.1.1 automatically if he or she ceases to be a Student; or
 - 21.1.2 automatically if he or she ceases to be a Sabbatical Officer;
 - 21.1.3 a decision to remove him or her from Student Membership is taken, in accordance with the procedure set out in the Bye-Laws; or
 - 21.1.4 if he or she opts out of Student Membership by giving written notice in accordance with the Bye-laws.

- 21.2 in the case of Company Law Members:
- 21.2.1 automatically if he or she ceases to be a Trustee.
22. Subject to the Articles, the rights, benefits, duties and responsibilities of the Student Members shall be set out in the Bye-Laws. The Student Members shall also be entitled to the benefits set out in the Code of Practice.
23. The Union shall not levy subscriptions on Student Members of the Union (save that clubs and societies of the Union may levy a membership fee on their members).
24. The Union may establish such other categories of member as may be specified from time to time in the Bye-Laws and which shall include, as at the date of adoption of these Articles, associate members, which shall include sub-categories of temporary associate members, life members, honorary life members and honorary members and reciprocal members.
25. The members listed in Article 24 above shall not be Members of the Union for the purposes of the Articles or the Companies Acts. The rights and obligations of such members, and the procedure for admitting and removing such members, shall be set out in the Bye-Laws.

Trustees

Number of Trustees

26. There shall be no fewer than three and not more than fifteen Trustees.

Appointment of Trustees

27. Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:
- 27.1 not more than six Sabbatical Trustees, elected in accordance with Articles 28;
- 27.2 not more than four Student Trustees, elected in accordance with Article 35;
- 27.3 not more than four Co-Opted Trustees, appointed in accordance with Article 39; and
- 27.4 not more than one Nominated Trustee appointed in accordance with Articles 42 and 43.

Sabbatical Officers and Sabbatical Trustees

28. The Sabbatical Officers of the Union shall be elected by secret ballot by the Student Members of the Union at an election to be held in accordance with the Bye-Laws.
29. Sabbatical Officers shall be elected in accordance with Article 28 to such posts, and in such number, as may be specified in the Bye-Laws from time to time. Up to six of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until he or she ceases to be a Sabbatical Officer or is removed as a Sabbatical Trustee in accordance with Articles 46, 47 or 48. Except where otherwise indicated, references in these Articles to

"Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees. The Bye-laws shall specify which of the Sabbatical Officers shall also hold office as Sabbatical Trustees.

30. The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may serve a maximum of two terms as a Sabbatical Officer. For the avoidance of doubt, these terms may be either consecutive or non-consecutive. Each person elected as a Sabbatical Officer must be a Student Member at the time of his or her election.
31. Each Sabbatical Officer shall become a Student Member of the Union on commencement of his or her term of office as a Sabbatical Officer. Such membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer. For the avoidance of doubt, any Sabbatical Officer who also holds office as a Sabbatical Trustee shall be both a Student Member and a Company Law Member.
32. The Sabbatical Officers are "Major Union Office Holders" for the purposes of section 22 of the Education Act.
33. At the same time as commencing his or her term of office as a Sabbatical Officer, each Sabbatical Officer will enter into a contract of employment with the Union for a term determined in accordance with Article 30 and at a remuneration determined in accordance with the Rules.
34. The duties of each Sabbatical Officer shall be as set out in the Bye-Laws. The duties of the Sabbatical Trustees under charity law and company law (when acting in their capacity as Sabbatical Trustees) may be described in the Bye-Laws.

Student Trustees

35. Subject to Article 36 below, up to four Student Trustees shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws.
36. Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee) but a Student who is a Major Union Office Holder for the purposes of section 22 of the Education Act may not become a Student Trustee.
37. Unless their appointment is terminated in accordance with Articles 46 to 48, Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws or, if they have less than two years remaining as a Student at the time their appointment is to take effect, for such period as they have remaining as a Student. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.
38. A Student Trustee may serve a maximum of one term.

Co-Opted Trustees

39. Up to four Co-Opted Trustees shall be appointed by a simple majority vote of the Trustees provided that neither a Student Member nor a person who has been a Student Member within the preceding two years may be appointed as a Co-Opted Trustee.
40. Unless their appointment is terminated in accordance with Articles 46 to 48, Co-Opted Trustees shall remain in office for a term of up to three years calculated from the date of appointment.
41. A Co-Opted Trustee may serve a maximum of three terms. For the avoidance of doubt, these terms may be either consecutive or non-consecutive, and the re-appointment of a serving Co-Opted Trustee shall be by the same process in place for the appointment of a Co-Opted Trustee.

Nominated Trustees

42. The procedure for the appointment of the Nominated Trustee shall be the following once a vacancy for the position of Nominated Trustee has arisen:
 - The Trustees shall notify University Council of any required skills and experience it seeks in the Nominated Trustee;
 - University Council shall nominate a minimum of two candidates to the Trustees for the position of Nominated Trustee taking into account the requirements of the Trustees;
 - The Trustees shall select one of the candidates put forward by University Council to serve as nominated Trustee and that individual shall be appointed by the Trustees as the Nominated Trustee
43. Where the University Council does not recommend a candidate Nominated Trustee, the Trustees may appoint a suitable and competent person (who is not a Student Member) to fill the vacancy on the Board provided that:
 - 43.1 notice of the vacancy is given to the University Council by the Trustees; and
 - 43.2 a period of two months has passed since the giving of such notice and the University Council has not appointed a Nominated Trustee.
44. Unless his or her appointment is terminated in accordance with Articles 46 to 48, the Nominated Trustee shall remain in office for a term of up to three years calculated from the date of appointment.
45. A Nominated Trustee:
 - 45.1 may serve a maximum of three terms. For the avoidance of doubt, these terms may be either consecutive or non-consecutive, and the re-appointment of a serving Nominated Trustee shall be by the same process in place for the appointment of a Nominated Trustee.
 - 45.2 may appoint a Nominated Trustee's Representative by notifying the Chair in writing of the appointment at least seven days before the date of any Trustees' meeting at which the Nominated Trustee's Representative is to attend. Once this notification has been provided the Nominated Trustee's Representative may attend any subsequent Trustees'

meeting without prior notification if and for the period that the Nominated Trustee is absent from such meeting(s). The Nominated Trustee's Representative is not a Trustee and may not vote at Trustees' meetings or exercise any other rights of the Nominated Trustee, save that the Nominated Trustee's Representative may speak at Trustees' meetings and shall receive notice of all Trustees' meetings during his or her appointment.

Disqualification, Removal or Resignation of Trustees

46. The office of a Trustee shall be vacated if:
- 46.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a company director;
 - 46.2 he or she is disqualified under the Charities Act 1993 or otherwise prohibited by law from acting as a charity trustee;
 - 46.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 46.4 in the case of a Sabbatical Trustee, he or she ceases to be a Sabbatical Officer or resigns as an employee of the Union or the Bye-laws are amended to provide that a Sabbatical Officer elected to his or her specified Sabbatical Officer post shall no longer hold office as a Sabbatical Trustee;
 - 46.5 in the case of a Student Trustee, he or she ceases to be a Student or in the opinion of the Trustees (acting reasonably) ceases to be able to participate in Trustees' meetings;
 - 46.6 in the case of a Student Trustee or a Sabbatical Trustee, he or she is removed from Student Membership of the Union in accordance with the procedure set out in the Bye-Laws;
 - 46.7 he or she resigns by notice to the Union;
 - 46.8 except in the case of a Sabbatical Trustee, he or she becomes an employee of the Union;
 - 46.9 the Trustees reasonably believe he or she is suffering from mental disorder and is incapable of acting and they resolve that he or she be removed from office;
 - 46.10 he or she fails to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or
 - 46.11 he or she is removed from office in accordance with Articles 47 or 48 below.

Removal of Trustees by the Student Members

47. The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a simple majority of the Student Members voting in a Referendum, provided that the Referendum is called and conducted in accordance with the Bye-Laws, .

Removal of Trustees by the Board

48. The office of a Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees, provided that:
 - 48.1 the Trustee concerned must be given at least 14 clear days' notice in writing that such a resolution is to be proposed and specifying the circumstances alleged to justify removal from office; and
 - 48.2 the Trustee concerned has been afforded a reasonable opportunity of being heard by or making representations in writing to the Trustees.
49. For the avoidance of doubt, the Trustee concerned and any Trustee who has a Conflict of Interest in relation to the matter shall not vote on this resolution and the quorum in Article 125 shall be adjusted accordingly.

Removal of Sabbatical Officers

50. A Sabbatical Officer shall be removed from office if he or she:
 - 50.1 resigns or dies;
 - 50.2 is removed from office as a Sabbatical Officer by a motion of no confidence in the Sabbatical Officer passed by a simple majority of the Student Members voting in a Referendum, provided the Referendum is called and conducted in accordance with the Bye-Laws; or
 - 50.3 becomes ineligible to hold office in accordance with the Bye-Laws,

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

Replacement of Trustees

51. If a Sabbatical Trustee resigns, is disqualified or removed from office at any time prior to the commencement of the Academic Year, the vacancy that results on the board of Trustees shall be filled in accordance with the Bye-Laws.
52. If a Sabbatical Trustee retires, is disqualified or removed from office after the commencement of the Academic Year the vacancy may be filled in accordance with the Bye-laws. Any person elected under this Article may be required to assume any other responsibilities of the Sabbatical Trustee.
53. If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee shall be elected to the vacancy in accordance with Article 35.
54. If a Co-Opted Trustee or a Nominated Trustee resigns, is disqualified or is removed from office, a Co-Opted Trustee or a Nominated Trustee shall be appointed to the vacancy in accordance with Articles 39 and 42 respectively.
55. If a Trustee is removed under Articles 47 or 48, and that removal would cause the number of Trustees to fall below the minimum number fixed by these Articles or below

the minimum number fixed by these Articles as the quorum, the purported removal of that Trustee shall take effect only upon the appointment or election (as appropriate) of a replacement Trustee.

Powers of the Trustees

56. Subject to the Companies Acts, the Education Act, the Memorandum and the Articles, the Rules and the Bye-Laws, the business of the Union shall be managed by the Trustees who may exercise all the powers of the Union. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
57. The Board of Trustees' powers under Article 56 shall include but not be limited to ultimate responsibility for:
 - 57.1 the management and administration of the Union;
 - 57.2 the governance of the Union;
 - 57.3 the budget of the Union; and
 - 57.4 the strategy of the Union.
58. Subject to the provisions of the Companies Act (and any other relevant provisions of company law), the Trustees may override any decision made by the Student Members in Referendum or at a Student Members' meeting or by the Student Council which the Trustees consider (in their absolute discretion):
 - 58.1 has or may have any financial implications for the Union;
 - 58.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirement (including ultra vires);
 - 58.3 is not or may not be in the best interests of the Union (including its reputation) or all or any of its charitable Objects; or
 - 58.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 57.
59. For the avoidance of doubt, where such a decision concerns a vote of no confidence in a Trustee, the Trustee concerned and any Trustee who has a Conflict of Interest in relation to the matter shall not vote on this resolution and the quorum in Article 84 shall be adjusted accordingly.
60. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees (including by arranging an election) so that there is a quorum.

61. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was 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 Trustee.
62. Subject to the Articles the Trustees may regulate their proceedings as they think fit.

Delegation of Trustees' powers

63. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Union for such purposes, to such extent, and on such conditions as they determine.
64. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Union to any person or committee in accordance with the conditions set out in these Articles.
65. The Trustees may revoke any delegation in whole or in part, or alter any delegation's terms and/or conditions.

Delegation to committees

66. In the case of delegation to the Executive Committee or any other committee:
 - 66.1 the resolution making that 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);
 - 66.2 subject to Article 49, 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;
 - 66.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
 - 66.4 all delegations under this Article shall be variable or revocable at any time;
 - 66.5 the Trustees may make such terms of reference and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 66.6 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.
67. The Trustees may delegate all or any financial matters of the Union to the Executive Committee or to any other committee provided that any committee to which such financial matters are delegated shall comprise at least two Trustees, one of whom is a Co-Opted 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 a Trustee shall always be required on any cheques.

68. 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 regulations made by the Trustees or specified in the Bye-laws.

Delegation of day to day management powers

69. In the case of delegation of the day to day management of the Union to the Chief Executive or other manager or managers (the "manager"):
 - 69.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 69.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 69.3 the manager shall report regularly in accordance with the instructions of the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union.

The Executive Committee

70. Unless otherwise determined by the Trustees pursuant to Article 66.2, and subject to the provisions of Article 67, the Executive Committee shall include the Sabbatical Officers and the senior management team of the Union.
71. The Executive Committee shall meet in accordance with the Rules.
72. The Trustees may delegate to the Executive Committee responsibility for such matters as they consider appropriate from time to time in accordance with Article 64.

Rules and Bye-Laws

73. Subject to Article 75, the Board of Trustees shall have the power from time to time to make, repeal or alter Rules as to the management, administration and working practices of the Union. The Rules shall not govern the rights, duties, powers and responsibilities of the Student Council, Student Members' meetings or Referenda as such matters shall be dealt with in the Bye-Laws.
74. Subject to Article 75, the Board of Trustees and the Student Council shall have the power from time to time to jointly make, repeal or alter Bye-Laws to govern any working practices of the Union that are not dealt with in the Rules. In the event of a disagreement between the Board of Trustees and the Student Council with respect to the Bye-Laws, the Board of Trustees shall be empowered to overrule the Student Council and may make, repeal or alter the Bye-Laws unilaterally. The Board of Trustees shall notify any such a decision to the University Council and to the next Student Members' meeting.

75. The Rules and the Bye-Laws shall not be inconsistent with the Companies Acts, the Education Act (and, in particular, the rights or obligations of the University or University Council under Part II of the Education Act), the Memorandum, the Articles, the University of Bristol's Charter, Statutes, Ordinances, Regulations and, insofar as they derive from a statutory responsibility of the University of Bristol, policies. The Board of Trustees shall promptly notify the University Council in writing of any repeal or alteration of the Rules or the Bye-Laws from time to time and supply to the University Council a copy of the Rules or the Bye-Laws as so amended or repealed. The Trustees shall also publish the Rules to the Student Members in such manner as they think fit.

Student Members' meetings

76. The Union shall hold an annual Student Members' meeting once in each Academic Year on the date set aside in the University calendar to be free of teaching and otherwise in accordance with the Bye-Laws. The annual Student Members' meeting shall be held at such time and place as the Trustees shall think suitable to allow the maximum number of Student Members to attend. .
77. Any annual Student Members' meeting held under this Article shall not be a general meeting of the Union for the purposes of the Companies Acts and shall be called and held in accordance with the Bye-laws. For the avoidance of doubt, Article 78 shall not apply to any annual Student Members' meeting. The Union may hold other Student Members' meetings in addition to the annual Student Members' meeting. Such meetings shall be called and held in accordance with the Bye-laws.

Company Law Meetings

78. Articles 78 to 124 shall apply to Company Law Meetings.
79. The Trustees may call a Company Law Meeting at any time. The Trustees shall call a Company Law Meeting on receiving a requisition to that effect from the Student Council provided such requisition has been approved by a two thirds majority vote of the Student Council.

Length of notice

80. All Company Law Meetings shall be called by either:
- 80.1 at least 14 clear days' notice; or
- 80.2 shorter notice if it is so agreed by a majority of the Company Law Members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the Company Law Members.

Contents of notice

81. Every notice calling a Company Law Meeting shall specify the place, day and time of the meeting, whether it is a general or annual general meeting for the purposes of the Companies Acts, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Union

there must appear with reasonable prominence a statement informing the Company Law Member of his or her rights to appoint another person as his or her proxy at a Company Law Meeting.

Service of notice

82. Notice of Company Law Meetings shall be given to every Company Law Member, to the Trustees, to any patron(s) and to the auditors of the Union.

Manner of serving notice

83. Notice of Company Law Meetings shall be served in accordance with Articles 159 to 164.

Quorum

84. No business shall be transacted at any Company Law Meeting unless a quorum is present. The quorum shall be three persons entitled to vote upon the business to be transacted, each being a Company Law Member or a proxy for a Company Law Member and such quorum must include at least one Sabbatical Trustee (or his or her proxy), at least one Student Trustee (or his or her proxy) and at least one External Trustee (or his or her proxy).
85. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees 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.

Attendance

86. The chair of a Company Law Meeting may permit other persons who are not Company Law Members to attend and speak at any Company Law Meeting.

Chair

87. The Chair of the Trustees or in his or her absence the Vice-Chair of the Trustees shall preside as chair of every Company Law Meeting. If neither the Chair nor the Vice-Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Company Law Members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a Company Law Member entitled to vote shall not be entitled to be appointed chair.

Adjournment

88. The chair of any Company Law Meeting at which a quorum is present may adjourn that Company Law Meeting, if:

- 88.1 the meeting consents to an adjournment; and/or
- 88.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 89. The chair of any Company Law Meeting shall adjourn the meeting if directed to do so by the meeting.
- 90. When adjourning a Company Law Meeting, the chair shall:
 - 90.1 either specify the time and place to which it is adjourned or state that it is to continue at a time or place to be fixed by the Trustees; and
 - 90.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 91. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least seven clear days' notice of it:
 - 91.1 to the same persons to whom notice of the Union's Company Law Meetings is required to be given; and
 - 91.2 containing the same information which such notice is required to contain.
- 92. No business shall be transacted at an adjourned Company Law Meeting other than business which might properly have been transacted at the Company Law meeting had the adjournment not taken place.

Poll

- 93. A resolution put to the vote of a Company Law Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
 - 93.1 by the chair; or
 - 93.2 by at least five Company Law Members present in person or by proxy and having the right to vote at the meeting; or
 - 93.3 by any person who, by virtue of being appointed proxy for one or more Company Law Members having the right to vote at the meeting, holds five or more votes; or
 - 93.4 by a Company Law Member or Company Law Members present in person or by proxy representing at least one-tenth of the total voting rights of all the Company Law Members having the right to vote at the meeting.
- 94. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

95. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
96. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be Company Law Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
97. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
98. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

99. On a show of hands every person present and entitled to vote shall have a maximum of one vote. On a poll every Member present in person or by proxy shall have one vote.
100. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall not be entitled to a casting vote in addition to any other vote he or she may have.
101. No Company Law Member may vote on any matter in which he or she has a Personal Interest, or debate on such a matter without in either case the permission of the majority of the Company Law Members present in person or by proxy at the meeting, such permission to be given or withheld without discussion. If any question arises as to whether a Company Law Member has a Personal Interest, the question shall be decided by the chair of the meeting.
102. A Company Law Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Union, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

103. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

Proxies

104. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve or from time require):-

“University of Bristol Students’ Union

[Name of Company Law Member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Union to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

| | | | | |
|--|-------------|-----------------|-----------------|---------------------------------|
| Resolution No 1 | *for | *against | *abstain | *as the proxy thinks fit |
| Resolution No 2 | *for | *against | *abstain | *as the proxy thinks fit |
| All other resolutions properly put to the meeting | *for | *against | *abstain | *as the proxy thinks fit |

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:”

105. Unless the appointment of a proxy indicates otherwise, it must be treated as:
- 105.1 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
- 105.2 appointing that person as a proxy in relation to any adjournment of the Company Law Meeting to which it relates as well as the meeting itself.

106. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
- 106.1 in the case of an instrument in writing be deposited at the registered office of the Union or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Union in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 106.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
- 106.2.1 in the notice convening the meeting; or
- 106.2.2 in any instrument of proxy sent out by the Union in relation to the meeting; or
- 106.2.3 in any invitation to appoint a proxy issued by the Union in relation to the meeting which is sent by electronic means;
- 106.2.4 be received at such address not less than 48 Hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 106.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or
- 106.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee,
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
107. A proxy for a Company Law Member who is entered on the register of Company Law Members as being a representative of the University of Bristol may be appointed either by the Company Law Member or by the University of Bristol.
108. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Union at the registered office of the Union or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
109. An appointment of a proxy may be revoked by delivering to the Union a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a

Company Law Member in person at a meeting automatically revokes any appointment by that Company Law Member of a proxy.

Amendments to resolutions

- 110. An ordinary resolution to be proposed at a Company Law Meeting may be amended by ordinary resolution if:
 - 110.1 Notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the Company Law Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the Company Law Meeting may determine); and
 - 110.2 The proposed amendment does not, in the reasonable opinion of the chair of the Company Law Meeting, materially alter the scope of the resolution.
- 111. A special resolution to be proposed at a Company Law Meeting may be amended by ordinary resolution if:
 - 111.1 The chair of the Company Law Meeting proposes the amendment at the Company Law Meeting at which the resolution is to be proposed; and
 - 111.2 The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the proposed resolution.
 - 111.3 If the chair of a Company Law Meeting, acting in good faith, wrongly decides on an amendment to a resolution, the chair's error does not invalidate the vote on that resolution.

Written resolutions

- 112. Subject to Article 116, a written resolution of the Union passed in accordance with these Articles 112 to 118 shall have effect as if passed by the Union at a Company Law Meeting.
 - 112.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Company Law Members.
 - 112.2 A written resolution is passed as a special resolution if it is passed by Company Law Members representing not less than 75% of the total voting rights of eligible Company Law Members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
- 113. 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.
- 114. A Company Law Members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

115. A copy of the written resolution must be sent to every Company Law Member together with a statement informing the Company Law Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts.
116. A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that:
 - 116.1 if the document is sent to the Union in hard copy form, it is authenticated if it bears the Company Law Member's signature; and
 - 116.2 if the document is sent to the Union by electronic means, it is authenticated if the identity of the Company Law Member is confirmed in a manner specified by the Trustees.
117. A written resolution is passed when the required majority of eligible Company Law Members have signified their agreement to it.
118. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

Trustees' meetings

119. Articles 119 to 146 shall apply to Trustees' meetings. Subject to Article 157, meetings of the Board of Trustees shall be in private, and shall not be attended by observers.

Notice

120. Two Trustees may (and the Chief Executive, shall at the request of two Trustees) call a Trustees' meeting.
121. A Trustees' meeting shall be called by at least seven clear days' notice unless either:
 - 121.1 all the Trustees agree; or
 - 121.2 urgent circumstances require shorter notice.
122. Notice of Trustees' meetings shall be given to each Trustee.
123. 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 the Trustees participating in the meeting will not be in the same place) how it is proposed that the Trustees should communicate with each other during the meeting.
124. Notice of Trustees' meetings shall be given in accordance with Articles 159 to 164.

Quorum

125. The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meeting may be fixed by the Trustees and, unless so fixed at any other number, shall be three or a majority of the total number of Trustees (whichever is greater) and such quorum must include at least one Sabbatical Trustee, at least one Student Trustee and at least one External Trustee, or (in cases where all the Sabbatical Trustees have a conflict of interest) at least two Student Trustees.
126. At a Trustees' meeting, unless a quorum participates, no proposal is to be voted on, except a proposal to call another meeting or in accordance with Article 120.
127. If the total number of Trustees for the time being is less than the quorum required, the Trustees cannot take any decision other than a decision (or vote on any proposal other than a proposal) to appoint new Trustees in accordance with the Articles, including by calling an annual Student Members' meeting or other meeting to enable the Members to elect further Trustees.

Participation in Trustees' meetings

128. Subject always to the Articles, Trustees' participate in a Trustees' meeting, or part of a Trustees' meeting, if:
 - 128.1 the meeting has been called and takes place in accordance with the Articles; and
 - 128.2 the Trustees can each communicate to the other Trustees any information or opinions they have on any particular item of the business of the meeting.
129. In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how he or she communicates with other Trustees in that meeting.
130. 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 one of them is.

Chair and Vice-Chair

131. The Chair of the Board of Trustees shall be one of the Co-Opted Trustees, appointed annually by a simple majority vote of the Trustees. The Chair may be removed from the office of Chair at any time by a simple majority vote of the Trustees.
132. The Vice-Chair of the Trustees shall be one of the Elected Trustees, appointed annually by a simple majority vote of the Trustees. The Vice-Chair may be removed from the office of Vice-Chair at any time by a simple majority vote of the Trustees.
133. In the absence of the Chair and the Vice-Chair another Trustee nominated by the Trustees present shall preside as chair of the meeting.

Decision making by Trustees at meetings

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

Virtual meetings

135. A Trustees' meeting may be held by telephone or using any televisual or other electronic or virtual method agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

136. The Trustees may, subject to Article 137, take a decision without holding a Trustees' meeting by indicating to each other by any means, including without limitation by electronic means, their views 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 a Trustee or to which a Trustee has otherwise indicated agreement in writing.
137. A decision which is made in accordance with Article 136 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:
- 137.1 a copy of the proposed decision, and the date and time before which the Trustees may vote on it (the "Deadline"), is circulated to all of the Trustees and is sent to the University Contacts (if appointed) when it is circulated to the Trustees;
- 137.2 the Deadline shall be not less than 24 hours from the time at which the proposed decision is circulated to the Trustees;
- 137.3 each Trustee who wishes to vote does so by indicating how he or she wishes to vote in the matter to a person being either such person as all of the Trustees shall 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;
- 137.4 a majority of the total number of Trustees votes in favour of the decision and at least one Sabbatical Trustee, one Student Trustee and one External Trustee vote in favour of the decision;
- 137.5 in the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have;
- 137.6 on or after the Deadline, or (if earlier) on or after receiving votes by Trustees in favour of the decision which satisfy the conditions of Article 137.4. the Recipient shall communicate to all of the Trustees by any means whether the decision has been taken by the Trustees in accordance with this Article;
- 137.7 the date of the decision shall be the date of the communication from the Recipient required by Article 137.6; and
- 137.8 the Recipient prepares a minute of the decision in accordance with Article 152 and circulates it to the Trustees and to the University Contacts (if appointed).

Conflicts of Interest

138. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the

Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

139. Whenever a matter is to be discussed at a meeting or decided in accordance with Article 136 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 141, he or she must:
 - 139.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;
 - 139.2 not be counted in the quorum for that part of the meeting; and
 - 139.3 withdraw during the vote and have no vote on the matter.
140. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees (save that any Trustee with the same Conflict of Interest, or potential Conflict of Interest shall not participate in that decision).

Trustees' power to authorise a conflict of interest

141. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:
 - 141.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and
 - 141.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum,

provided that when deciding to give such authorisation the provisions of Article 138 shall be complied with and provided that nothing in this Article 141 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.
142. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 141 then, even if he or she has been authorised to remain at the meeting by the others, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.
143. A Trustee shall not be accountable to the Union for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 141 (subject to any limits or conditions to which such approval was subject).
144. When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Union by withholding

confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Register of Trustees' interests

145. The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared. The Trustees shall also adopt (and may review and amend from time to time) a policy in relation to Conflicts of Interest.

Irregularities

146. 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.

Student Council

147. The Student Council shall:
- 147.1 represent the voice of the Students;
 - 147.2 subject to Article 58, set the policy of the Union and refer policy to Referenda (in accordance with the Bye-Laws);
 - 147.3 have the authority together with the Board of Trustees to make, repeal or alter Bye-Laws in accordance with Article 74;
 - 147.4 receive and approve reports from Union Officers and the Trustees;
 - 147.5 hold Union Officers and the Trustees to account and pass motions of censure. (For the avoidance of doubt, such motions of censure shall express the Student Council's dissatisfaction with the relevant Union Officer or Trustee but shall not directly affect his or her position as a Union Officer or Trustee. However, such motions of censure may be taken into account by the Student Council, the Trustees or any Student Member in considering whether to instigate procedures for the removal of a Union Officer or Trustee in accordance with these Articles);
 - 147.6 establish, maintain, regulate or remove the Union's clubs and societies; and
 - 147.7 conduct such other affairs as may be jointly agreed with the Board of Trustees.
148. The composition and proceedings of the Student Council shall be as set out in the Bye-Laws. No Student Member may hold more than one seat on the Student Council at any time.

General

Secretary

149. 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:
- 149.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and
- 149.2 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

150. The Trustees shall cause minutes to be made in books kept for the purpose:
- 150.1 of all appointments of officers made by the Trustees;
- 150.2 of all resolutions of the Union and of the Trustees; and
- 150.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting,
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Company Law Member or Trustee of the Union, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

151. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 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:
- 151.1 annual reports;
- 151.2 annual returns;
- 151.3 annual statements of account.
152. The University shall have the right to inspect any of the documents referred to in Article 151 upon reasonable notice to the Union and the Union shall in any event provide the University Council with a copy of the annual report and statement of accounts as soon as reasonably practicable following their approval by the Trustees. Each Student

Member shall have the right to ask the Trustees questions in writing about the content of any document referred to in Article 151.

Budget

153. The Trustees shall obtain the approval of the University Council of the budget for the Union in respect of each financial year before or at the earliest possible date after, the start of that financial year. Where the approval of the University Council has not been obtained before the start of the financial year, the Trustees may implement and act upon the draft budget notwithstanding that it has yet to be approved by the University Council but will agree any changes to the draft budget which may be required by the University Council in order to obtain its approval at the earliest possible date after the start of that financial year.

Reporting

154. The Union will promptly supply to the person, persons or committee specified from time to time by the University for that purpose such reports and other information relating to (a) the financial affairs of the Union; (b) the conduct of all elections to the roles of Major Union Office Holders; and (c) any other matters as may be required by the University in order to fulfil its obligations under section 22 of the Education Act.

University Contacts

155. The University Council and the Trustees will (acting jointly) from time to time appoint two individuals whom they consider to have sufficient expertise and experience to attend Trustee meetings in order to act as a link with the University in respect of the financial affairs (the "Financial Contact") and the legal and compliance affairs (the "Legal Contact") of the Union. The Financial Contact and Legal Contact shall be referred to jointly as the "University Contacts".

156. The functions of the University Contacts are:

156.1 to act as a link between the Union and the University in order to enable the University Council to perform its statutory duty under the Education Act and to work alongside the Union in ensuring that this duty is properly performed in respect of the financial and legal and compliance affairs of the Union; and

156.2 to perform such other duties as the University Council and the Trustees jointly determine and as the University Contacts are willing to undertake.

157. In order to enable the University Contacts to discharge the functions mentioned in Article 156:

157.1 the Chief Executive will consult with the Financial Contact on any matter relating to the Union's financial affairs which the Chief Executive considers should be so consulted on, shall consult with the Legal Contact on any matter relating to the Memorandum and the Articles or any other legal or compliance issue which the Chief Executive considers should be so consulted on and shall report on such consultation to the Trustees; and

- 157.2 each University Contact shall consider any issue or matter on which they are consulted by the Chief Executive, and notify the University Finance Director or the Director of Legal Services (as the case may be) of any such issue or matter (or any other issue or matter relating to the financial or legal and compliance affairs of the University) which they consider should be so notified. The Finance Director or Director of Legal Services will report to the University Council, if they deem it appropriate, on any such matters reported to them by the University Contacts; and
- 157.3 the University Contacts may attend any meetings of the Trustees or of any committee of the Trustees provided that the University Contacts shall not be entitled to attend any such meeting or part of such meeting at which business which is considered by the Trustees or the relevant committee to be confidential is to be discussed, unless such business relates to the financial or legal and compliance affairs of the Union. The University Contacts' right under this Article to attend Trustee meetings is solely intended to enable the University Contacts to discharge the functions set out in Article 156; and
- 157.4 the University Contacts shall be entitled to inspect the records and accounts of the Union; and
- 157.5 the University Contacts shall be entitled to receive copies of all notices, minutes, written resolutions and other documents (the "documents") sent to the Trustees or any committee in relation to the affairs of the Union except that where the Trustees or the relevant committee consider that any such document (or part thereof) relates to any issue or matter which is confidential the University Contacts shall not be entitled to receive the documents (or the parts thereof) that are considered to be confidential unless such documents relate to the financial or legal and compliance affairs of the Union.
158. The University Contacts do not act in a professional capacity, shall not provide advice to the Union or its Trustees and have no right to vote at Trustees' meetings. For the avoidance of doubt, the Trustees may at any time obtain professional and independent financial or legal advice from any other person if they wish to do so.

Communications by and to the Union

159. Subject to the provisions of the Companies Acts and these Articles:
- 159.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Union) by making it available on a website;
- 159.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 159.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

160. Any document or information (including any notice) sent to a Company Law Member under the Articles may be sent to the Company Law Member's postal address as shown in the Union's register of Company Law Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Company Law Member, provided that:
- 160.1 a Company Law Member whose registered address is not within the United Kingdom and who gives to the Union an address within the United Kingdom at which notices may be given to him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Union; and
- 160.2 the Union is not required to send notice of a Company Law Meeting or a copy of its annual report and accounts to a Company Law Member for whom it no longer has a valid address.
161. Any document to be served on the Union or on any officer of the Union under the Articles may only be served:
- 161.1 in the case of documents in hard copy form, by sending or delivering them to the Union's registered office or delivering them personally to the officer in question; or
- 161.2 in the case of documents in electronic form, by sending them by electronic means:
- 161.2.1 to an address notified to the Company Law Members for that purpose; and
- 161.2.2 from an address previously notified to the Union by the Company Law Member for the purpose of sending and receiving documents and information.
162. A Company Law Member present in person or by proxy at any meeting of the Union shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
163. Where a document or information is sent or supplied under the Articles:
- 163.1 by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 163.2 by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 163.3 by means of a website, service or delivery shall be deemed to be effected when:
- 163.3.1 the material is first made available on the website; or
- 163.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

164. 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:
- 164.1 if the document or information has been sent to a Company Law Member and is notice of a Company Law Meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the 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; and
- 164.2 in all other cases, the Union will 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, or in the case of a recipient who is not a Member, to the last known postal address for that person.
- 164.3 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.

Affiliation

165. The Union shall not affiliate to any political or religious organisation. Where the Union is affiliated to any organisation, an annual report should be published and made available to the University Council and the Student Members (in such manner as the Trustees think fit) containing a list of the organisations to which the Union is affiliated as at the date of the report and details of any subscriptions or similar fees paid, or donations made, to such organisations in the previous year.
166. No affiliation to any organisation may be made or continued unless it is approved at least once in every calendar year in accordance with the Bye-Laws in accordance with the Education Act.

Elections

167. The Trustees are responsible for ensuring that all elections (whether carried out by way of Referendum, secret ballot or by resolution at any Student Members' meeting or Company Law Meeting of the Union) are fairly and properly conducted. The Student Council is responsible for the administration of all such elections under the direction of the Trustees and in accordance with the Bye-Laws. The Bye-Laws shall include provisions governing campaigning, the appointment of a returning officer (who shall not be a Member) and the appointment of such other election committees or officials as the Bye-Laws may provide for.

Indemnity

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

Trustees' indemnity insurance

169. The Trustees shall have power to resolve pursuant to Article 10.38 to effect Trustees' indemnity insurance, despite their interest in such policy.

Exclusion of Model Articles

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