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ARTICLES OF GOVERNANCE OF THE MANCHESTER METROPOLITAN UNIVERSITY STUDENTS' UNION (AN UNINCORPORATED ASSOCIATION)

1. PREFACE

- 1.1. Manchester Metropolitan University Higher Education Corporation was established on 15 September 1992 by virtue of Section 121 of the Higher Education Reform Act (1988), as amended by the Further and Higher Education Act (1994).

In accordance with section 124A of the Education Reform Act (1988), the Privy Council on the 26 April (1993) made an Instrument of Government for the Corporation. The University is conducted in accordance with Articles of Government made by the Corporation and approved by the Privy Council, as provided by section 125 of the Education Reform Act (1998).

The University Articles of Government provide, at paragraph 12.1, that:

"A Students' Union shall conduct and manage its own affairs and funds in accordance with a Constitution approved by the University Board of Governors and shall present audited accounts annually to the University Board of Governors. No amendment to or rescission of that Constitution, in part or whole, shall be valid unless and until approved by the University Board of Governors."

The Union is an autonomous association for the benefit and enhancement of its Members. Its activities must be within the spirit of its annual submission for funding to the University and in accordance with the provisions of these Articles, the supporting Bye-Laws, the related Code of Practice, the University's Instrument and Articles of Governance and any applicable legislation. In particular, Part II of the Education Act (1994) makes provision for the conduct and management of students' unions, with which Manchester Metropolitan University Higher Education Corporation and the Union of Students are required to comply.

In terms of its legal status the Union is a registered charity. The property, equipment and stocks of the Union shall be held by the Trustee Board for the benefit of the Members of the Union.

The following Articles of Governance and supporting Bye-Laws, which are believed to be in accordance with the provisions of all relevant statutes, was approved by the University Board of Governors at the Board's meeting of 28 June 2013 and by referendum on 29 November 2013.

1.2. The Manchester Metropolitan University Students' Union (MMU SU) is devoted to the educational interests and welfare of its Members. These Articles of Governance have been structured to give the Trustees reasonable authority to manage the affairs of the Union in a business like manner to ensure that MMU SU complies with charity law and other legal requirements. Members enjoy the right to elect and dismiss the Sabbatical Trustees.

1.3. Mission statement

"MMU SU exists to represent all Members at the Manchester Metropolitan University. We strive to ensure that the needs and views of our Members are at the heart of everything that the University does. We will provide a wide range of services, activities and opportunities to offer the best possible Student experience."

1.4. When acting to further its powers and in accordance with its objects, MMU SU shall not discriminate on any ground, including (but not limited to) age, gender, race, colour, parental status, class, religion or belief, ethnic or national origins, creed, sexuality, nationality, size, socio-economic background, disability or medical condition, except that positive action may be taken to aid any disadvantaged section of society.

1.5. MMU SU shall not affiliate to any political party or religious organisation.

1.6. In the event of any conflict between the provisions of these Articles and the supporting Bye-Laws, these Articles shall prevail.

1.7. In the event of a dispute as to the interpretation of any part of these articles and supporting byelaws, the ruling of the President of the Students' Union (the "President"), who shall have delegated responsibility from the Trustee Board for this purpose, shall be sought. In the event of a challenge to the President's ruling, the matter shall be decided by the Trustee Board, which may overrule such interpretation by a simple majority vote and this decision shall be final.

1.8. Definitions

In these Articles of Governance the following terms shall have the following meanings:-

Term	Meaning
1 "Abstentions"	any vote that has been withheld and not cast in favour or against any proposition, which shall include votes that are not cast at all within a reasonable period of time;

2	the "Academic Board"	the Academic Board of the University;
3	"Academic Year"	the period between 1 September in one Year to 31 August in the next Year or that as determined by the Academic Board;
4	"Articles"	these Articles of Governance of MMU SU;
5	"Associate Members"	as defined in Article 8;
6	"Board of Trustees"	the Board of the Trustees of MMU SU;
7	"Bye-Laws"	the Bye-laws made from time to time in accordance with Article 12.6;
8	"Chief Executive"	the Chief Executive or General Manager of MMU SU with the executive responsibility for day to day running the Unions Business;
9	"clear days"	in relation to a period of notice, the period excluding the day when the notice is given and the day for which it is given or on which it is to take effect;
11	"Code of Practice"	the Code of Practice relating to the obligations of The Manchester Metropolitan University under section 22 Education Act (1994);
12	"Cross Campus Ballot"	a secret ballot of all Full Members of the Union;
13	"Education Act"	the Education Act (1994);
14	"Full Members"	as defined in Article 7 and this definition shall include Sabbatical Officers and Sabbatical Trustees;
15	"Honorary Life Members"	as defined in Article 9;
16	"Independent Trustees"	a Trustee appointed in accordance with Articles 11.3 who for the avoidance of doubt shall not be deemed to be either a major MMU SU office holder or a sabbatical MMU SU office holder for the purposes of section 22 of the Education Act (1994);
17	"in writing"	means written, printed or transmitted writing including by electronic communication;
18	"Members"	shall include Full Members of MMU SU (which includes Sabbatical Officers and Sabbatical Trustees); Associate Members and Honorary Members, and "Membership" shall be construed accordingly;
19	"MMU SU"	the Manchester Metropolitan University Students' Union, and the "Union" and the "Students' Union" and "MMUnion" shall be construed accordingly;

20	“Quoracy” & “Quorum”	the minimum number of voting Members that need to be present at a meeting for it to be valid. Unless otherwise stated, the quorum for all meetings is more than 50% of the voting Members. For example quorum for a meeting of 20 Members is 11 voting Members and for a meeting of 11 it is 6 voting Members;
21	“Referendum” & “Referenda”	a vote that all Full Members of MMU SU are entitled to cast;
22	“Returning Officer”	the person appointed by the Board of Trustees to be responsible for the good conduct and administration of all elections of elected officers;
23	“Sabbatical Officer”	a Full Member who is elected to the position of Sabbatical Officer in accordance with Bye-Law 2;
24	“Sabbatical Trustee”	a Trustee appointed in accordance with Article 12.2. The Sabbatical Trustees shall be deemed to be “major MMU SU office holders” for the purposes of section 22 of the Education Act (1994);
25	“Secure Petition”	a petition that is fixed in a pre-arranged place or held securely on-line;
26	“Senior Treasurer”	a University appointee who participates in the Finance Committee of the Union and as part of other committees as requested;
28	“Student Forum”	a meeting of Full Members called to discuss, but not determine policy on, cross campus issues and receive Trustee reports;
29	“Trustee” & “Trustees”	the Sabbatical Trustees, the Independent Trustees and any Co-opted Trustees;
30	“Trustee Chair”	the Chair of the Trustees, being the independent Trustee appointed by the Board of Trustees to this office in accordance with these Articles;
31	“University Board of Governors”	the governing body of the Manchester Metropolitan University, which, as part of its duties receives reports about the governance and affairs of MMU SU generally and specifically in regard to the requirements of the Education Act (1994);
32	“the University”	the Manchester Metropolitan University, as incorporated and

- 33 "Year" approved by the Privy Council, in exercise of powers conferred by section 77 of the Further and Higher Education Act (1992);
a calendar year.

2. MMU SU

- 2.1. There shall be a Students' Union in the name of The Manchester Metropolitan University Students' Union, hereinafter referred to as MMU SU.

3. CHARITABLE OBJECTS

- 3.1. MMU SU's charitable objects are the advancement of education of Students at The Manchester Metropolitan University for the public benefit by:-
- 3.1.1. providing opportunities for the expression of student opinion and actively representing the interests of Students;
 - 3.1.2. acting as a channel of communication in dealing with The Manchester Metropolitan University and other external bodies;
 - 3.1.3. promoting the welfare of Students at The Manchester Metropolitan University;
 - 3.1.4. facilitating the social, recreational, political and educational interests of its Members, through providing services and support for its Members; and
 - 3.1.5. working with other students' unions and affiliated bodies.

4. POWERS

- 4.1. To further its objects, but not otherwise, MMU SU may:
- 4.1.1. provide services and facilities (including licensed facilities) for Members and levy charges (which may be nil) for the provision of any services so established;
 - 4.1.2. establish, support, promote and operate a network of student activities for Full Members;
 - 4.1.3. alone or with other organisations:
 - a. carry out campaigning activities in relation to the development and implementation of appropriate policies;

- b. seek to influence public opinion; and
 - c. make representations to and seek to influence governmental and other bodies and institutions;
- 4.1.4. provided that all such activities are conducted on the basis of well-founded, reasoned argument and shall be confined to those which an English charity may properly undertake and provided that MMU SU complies with the Education Act and any guidance published by the Charity Commission:
- a. write, make, commission, print, publish or distribute materials, or assist in these activities;
 - b. promote, initiate, develop and carry out education and training and arrange provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
 - c. promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 4.1.5. provide or appoint others to provide guidance, representation and advocacy;
- 4.1.6. employ staff whose services are required or deemed expedient for carrying out any of the aims and objectives of the Union, subject to the provisions of statute, and to contracts of employment agreed by the Trustee Board;
- 4.1.7. engage any persons, firms, or companies whose services are required or deemed expedient for carrying out any of the aims and objectives of the Union, subject to the provisions of statute;
- 4.1.8. purchase, lease, hire or receive property including land, buildings and equipment and equip it for use;
- 4.1.9. sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property (subject to any consent required by law and in accordance with the Finance Regulations);
- 4.1.10. borrow and raise money on such terms and security as MMU SU may think suitable (subject to any consent required by law and in accordance with the Finance Regulations);
- 4.1.11. raise funds and invite and receive contributions from any person(s) provided that MMU SU shall not undertake any taxable trading activities in raising funds (and will act at all times in accordance with the Finance Regulations);
- 4.1.12. trade in the course of carrying out any of its objects;

- 4.1.13. incorporate wholly owned subsidiary companies to carry on any taxable trade;
- 4.1.14. set up charity(ies) with identical or similar objects and/or promote, support, aid, amalgamate or co-operate with, become a member of, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charity(ies) and subscribe, lend or guarantee money to such charity(ies);
- 4.1.15. undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.1.16. invest and deal with MMU SU's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.1.17. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
 - a. the investment policy is set down in writing for the financial expert by the Trustees;
 - b. every transaction is reported promptly to the Trustees;
 - c. the performance of the investment is reviewed regularly by the Trustees;
 - d. the Trustees are entitled to cancel the delegation at any time;
 - e. the investment policy and the delegation arrangements are reviewed at least once a year;
 - f. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - g. the financial expert may not do anything outside the powers of the Trustees;
- 4.1.18. arrange for investments or other property of MMU SU to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.1.19. 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;
- 4.1.20. open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;

- 4.1.21. purchase or acquire all or any of the property, assets, liabilities and engagements of any charities with objects similar to MMU SU's objects;
 - 4.1.22. subject to the prior approval of the University Board of Governors incorporate and transfer all its assets and liabilities to a limited liability legal entity (including but not limited to a company limited by guarantee or a charitable incorporated organisation (CIO));
 - 4.1.23. pay out of the funds of MMU SU the cost of any premium in respect of appropriate indemnity insurance to cover the liability of the Trustees; and
 - 4.1.24. do all such other lawful things as shall further MMU SU's objects.
- 4.2. The income and property of MMU SU shall be applied solely towards the promotion of its charitable objects. No part shall be paid or transferred directly or indirectly to Members of MMU SU except for payment in good faith of:-
- 4.2.1. any payment made to any beneficiary of MMU SU (including a Member);
 - 4.2.2. reasonable and proper remuneration to any person for any services given to MMU SU and of legitimate travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, officer or employee of MMU SU to the level permitted by HM revenue and Customs (HMRC) before tax becomes payable;
 - 4.2.3. interest on money lent to MMU SU at a reasonable and proper rate;
 - 4.2.4. any reasonable and proper rent for premises let to MMU SU;
 - 4.2.5. fees, remuneration or other benefits in money or money's worth to any company of which a Trustee or a Member of his or her immediate family holds not more than one per cent of the capital;
 - 4.2.6. necessary and legitimate expenses of Trustees in accordance with Charity Commission advice on Trustee payments and where appropriate to the level permitted by HM revenue and Customs (HMRC) before tax becomes payable;

- 4.2.7. reasonable and proper premiums in respect of indemnity insurance in accordance with Article 35 of the Articles of Governance;
- 4.2.8. the usual professional charges for business done by any Trustee who is a solicitor, accountant or other professional, or by any partner of his or hers, when instructed by MMU SU to act in a professional capacity on its behalf; except that at no time shall a majority of the Full Members of MMU SU or of the Trustee benefit under this provision and provided that any such Full Member or Trustee shall withdraw from any meeting at which his or her appointment or payment or that of his or her partner is under discussion; and
- 4.2.9. reasonable and proper payment to any Sabbatical Officer to be remunerated by MMU SU from time to time but:
 - a. only if the procedure described in Article 4 of the Articles of Governance is followed in relation to the Sabbatical Trustees and sabbatical officers; and
 - b. provided that this provision may not apply to more than seven Sabbatical officers in any financial year at any one time; and
 - c. subject always to the provisions of section 22 of the Education Act (as amended, revoked, consolidated or re-enacted in any form).

5. ALTERATION TO THE ARTICLES OF GOVERNANCE

- 5.1. These Articles of Governance may not be altered and/or amended by MMU SU without the written approval of the University Board of Governors (such approval not to be unreasonably withheld or delayed) and no such alterations shall be valid until such approval has been obtained.

6. TRANSFER TO CLG OR CIO AND WINDING UP

- 6.1. The following applies to the transfer of MMU SU's undertaking to a Company Limited by Guarantee (CLG) or Charitable Incorporated Organisation (CIO) and winding up.
 - 6.1.1. The Trustees with prior approval of the University Board of Governors can transfer the assets and liabilities of MMU SU to a CLG or a CIO where the constitution is as similar as possible to these Articles allowing for variations necessitated by the different legal structure. Following the transfer the Trustees may resolve to wind up the Charity.
 - 6.1.2. If any property remains after MMU SU has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among Members of MMU

SU. It shall instead be given or transferred to The Manchester Metropolitan University, to be held for future benefit of Students, or if the University has ceased to exist some other charitable institution(s) having similar objects to those of MMU SU and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as these Articles of Governance impose upon MMU SU. The institution or institutions which are to benefit if the University has ceased to exist shall be chosen by the Full Members of MMU SU at or before the time of winding up or dissolution.

7. MEMBERSHIP

All Members

- 7.1. Members are expected to abide by the provisions of these Articles, the supporting Bye-Laws and any other relevant policies or rules of the Union. Failure by a Member to act in accordance with this Article may result in the Member being subject to the MMU SU Disciplinary Procedure.
- 7.2. Members' details shall be entered in the Register of Members. Membership shall not be transferable and shall cease on death. The contents of the Register shall be confidential to the Data Controller of MMU SU, except where a particular Member has given written permission for his/her information to be made public, or transmitted to another person or organisation, in which case the University Registrar shall receive a copy of the written permission concerned and the information concerned.

Full Members

- 7.3. The Full Members of MMU SU shall be as follows:
 - a. every Student who has not opted out by notifying the University of his or her wish not to be a Full Member of MMU SU; and
 - b. the Sabbatical Officers of MMU SU.
- 7.4. A Full Member shall automatically cease to be a Full Member of MMU SU when he or she ceases to be a Student or subsequently opts out of Membership by giving written notice to the University Registrar and the Union is in receipt of that notice and/or when he or she ceases to be employed as a Sabbatical Officer.
- 7.5. Full Members may use the facilities and services and activities of the Union in accordance with arrangements relating to their provision, vote in elections for Sabbatical Officers of the Union and in referenda of the Union, participate in Union meetings subject to

any specific limitations that apply, join, hold positions in and vote for officers in all MMU SU clubs or societies or other student activity.

8. ASSOCIATE MEMBERS

- 8.1. The following persons may be admitted as Associate Members, as the Trustees think fit:-
 - a. The Independent Trustees
 - b. MMU SU staff (as detailed by the Chief Executive);
 - c. carers of Members, for whom any fee will be waived;
 - d. former Life Members of MMU SU;
 - e. such persons as the Trustees consider to be friends of MMU SU.
- 8.2. An application for Associate Membership shall be in such form as the Trustees determine. Associate Membership shall be subject to such rights and obligations as the Trustees consider appropriate.
- 8.3. Associate Members shall not be Full Members of MMU SU for the purpose of these Articles and shall not be entitled to vote on any matter attend Union meetings unless invited by the Trustees, hold office or participate in the decision making of any MMU SU club or society or to represent the views of the Union in any way.
- 8.4. The Trustees may admit and remove Associate Members and will determine on a case-by-case basis which (if any) of the Union facilities the Associate Member shall be entitled to use.

9. HONORARY LIFE MEMBERS

- 9.1. The Board of Trustees may elect and remove Honorary Life Members of MMU SU. These shall be such persons as the Board of Trustees considers suitable.
- 9.2. Honorary Life Members may use the facilities of the Union and all benefits and privileges of Members with the exception of those described in Article 9.3.
- 9.3. Honorary Life Members shall not be Full Members for the purposes of the Articles and shall not be entitled to vote on any matter, attend Union meetings unless invited by the Trustees, hold office or participate in the decision making of any MMU SU club or society or to represent the views of the Union in any way.
- 9.4. The Trustees may admit and remove Honorary Life Members as they see fit.

10. STUDENT FORUMS

- 10.1. The Student Forum will meet at least five times per year, during the term time of the University, to discuss any pertinent topic relating to the student experience or Union provision in order to receive feedback and shape the Union's work in that area.
- 10.2. It will also receive and discuss a report by the Board of Trustees and the Union Officers Group of its decisions and actions.
- 10.3. The Student Forum will consist of Student representatives from all over the University and be open to all Full Members to attend.

11. AMENDMENTS TO THE ARTICLES

- 11.1. The Trustees and the University shall review these Articles of Governance every five years, with effect from the date that these Articles of Governance come into effect.
- 11.2. Any vote to amend these Articles of Governance shall require the following:
 - a. the approval of a two-thirds majority of the Full Members of MMU SU voting by referendum provided that at least 5% of the total Membership entitled to vote upon the amendments vote on the referendum;
 - b. the approval of University Board of Governors.

12. TRUSTEES

12.1. Composition of Board of Trustees

- 12.1.1. The charity trustees of MMU SU ("the Trustees" or "Board of Trustees" as is appropriate) shall be made up of the following persons:-
 - a. Four Sabbatical Trustees appointed in accordance with Articles 12.2.;
 - b. Not more than four Independent Trustees appointed in accordance with Articles 12.3.;
 - c. Up to one further co-opted Trustee appointed in accordance with Articles 12.4. (and one further co-option only in the event of a Sabbatical Trustee vacancy).
- 12.1.2. Prior to his or her consideration for appointment or election, each Trustee must sign a declaration confirming that he or she understands the duties imposed on charity trustees and is willing and legally entitled and able to act as a Trustee of MMU SU.

12.2. Sabbatical Trustees

- 12.2.1. Sabbatical Officers shall be elected by secret ballot by the Full Members of MMU SU at an election held in accordance with the Bye-Laws and shall remain in office for a term of usually twelve months, as specified in the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year-start or year-end.
- 12.2.2. All Sabbatical officers must enter into a contract of employment as a sabbatical employee with the Union once elected to office in order to be confirmed in post.
- 12.2.3. A maximum of four of the Sabbatical Officers will, by operation of the Bye-laws, become the Sabbatical Trustees of the Union subject to Article 12.1.2. The status of Sabbatical Trustees is dependent upon being a Sabbatical Officer and meeting the requirements of that role as set out in these Articles and the Bye-Laws.
- 12.2.4. The 4 Sabbatical Trustees detailed in the Bye-Laws shall be deemed to be "major Union office holders" for the purposes of section 22 of the Education Act (1994).

12.3. Appointment of Independent Trustees

- 12.3.1. The Board of Trustees shall appoint (by a simple majority of those present and voting) up to four such persons as they consider suitable to be charity trustees (having regard to their skills and experience) as Independent Trustees. Unless their appointment is terminated in accordance with Articles 19 or 20, Independent Trustees shall remain in office for terms of up to three years, calculated from the date of appointment.
- 12.3.2. If feasible, the appointment of Independent Trustees should be timed so that the commencement of post coincides with the commencement of post for Sabbatical Trustees.
- 12.3.3. The Board of Trustees shall endeavour to plan the timing of recruitment of Independent Trustees to ensure the retention of suitable Independent Trustees on the Board at any time. The periods in post of the Independent Trustees should overlap and therefore a rolling style of Independent Trustees recruitment is used over a 3 year cycle so that at least one vacancy occurs annually rather than several Independent Trustees completing periods of office simultaneously.
- 12.3.4. At the end of their term of office Independent Trustees shall be eligible for reappointment by a simple majority of those Trustees present and voting for further terms of up to 3 years,

but shall not be eligible for reappointment once they have served a maximum aggregate term of 6 years (at any one time).

- 12.3.5. The Board of Trustees may co-opt a further Trustee for a period of 1 year by a simple majority of all Trustees present and voting.
- 12.3.6. In exercising their powers under Articles 12.3 the Trustees shall have regard to recommendations made by an Appointments Committee constituted by the Trustees pursuant to Article 12.7.1.

12.4. Co-opted Trustees

- 12.4.1. The Board of Trustees may co-opt 1 further Trustee as they deem necessary to enhance the effectiveness of the Board of Trustees in pursuing its goals. There is no obligation to use this facility each year. A co-opted Trustee may only be appointed for a single year.
- 12.4.2. In the event of the departure of a Sabbatical Trustee from the Board of Trustees, the Board may choose in accordance with Article 12.1.1., to co-opt a further single Trustee whilst the vacancy exists.

12.5. Powers and Duties of the Board of Trustees

- 12.5.1. The Board of Trustees shall be responsible for overseeing the management and administration of MMU SU and (subject to the Education Act (1994) these Articles of Governance and the Bye-laws) may exercise all the powers of MMU SU. No alteration of these Articles of Governance or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. A meeting of the Trustees at which a quorum is present may use all the powers of the Trustees.
- 12.5.2. The Board of Trustee's powers under Article 12.5 shall include (but shall not be limited to) ultimate responsibility for:-
 - a. Ensuring that MMU SUs' governance is of the highest possible standard and quality;
 - b. Being guardians of all MMU SUs assets, both tangible and intangible, taking all due care over their security, deployment and proper application;
 - c. Setting the strategy and direction of MMU SU;
 - d. Approval and monitoring of the annual student engagement strategy.

- 12.5.3. Decisions not made by the Board of Trustees are subject to the authority of the Board of Trustees on the following grounds only:
- a. financial considerations;
 - b. charity law or other legal requirements (including ultra vires); and
 - c. reputational requirements.
- 12.5.4. The Board of Trustees shall provide the Student Forum with a regular update of its meetings and decisions (and at least two such updates a year) either orally or in writing.
- 12.5.5. The Board of Trustees shall recognise such student activity groups as meet the requirements and rules outlined in the Bye-Laws and as do not contravene MMU SU's charitable objects.
- 12.5.6. The Trustees may appoint any person to be the agent of MMU SU for such purposes and on such conditions as they determine, so long as that agent is instructed to act in the best interests of MMU SU.
- 12.5.7. No person may be appointed as a Trustee in circumstances that, had he or she already been a Trustee, he or she would have been disqualified from acting.

12.6. Bye-Laws

- 12.6.1. The Trustees shall have the power from time to time to make, repeal or alter Bye-Laws as to: the management of MMU SU and its affairs; the financial procedures of MMU SU; the conduct of business by the Trustees, the Board of Trustees, any committee; and any matters or things within the powers or under the control of the Trustees, provided that such Bye-Laws shall:
- a. not be inconsistent with the Articles of Governance;
 - b. be subject to consultation with the member of the Senior Management Team of the University primarily responsible for liaison with MMU SU, or his or her designated representative, who will have a right of veto in relation to the University's responsibilities under the Education Act (1994). This right of veto shall include guidance and strategy documents affected by the Education Act (1994).

12.7. Delegation of Trustees' Powers

- 12.7.1. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee

(which may be pre-existing or ad-hoc) in accordance with the following conditions:-

- a. the resolution delegating that power shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
- b. the composition of any such committee shall be entirely at the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
- c. the committee shall report regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported as soon as possible to the Trustees and for that purpose every committee shall appoint a secretary; and
- d. all delegations shall be revocable at any time; and
- e. the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.

12.7.2. The meetings and proceedings of any committee shall be governed by the provisions of these Articles of Governance and the Bye-Laws regulating the meetings and proceedings of the Trustees (so far as the same are applicable and are not inconsistent with any supplementary regulations made by the Trustees).

12.8. Quorum for the Board of Trustees meetings is more than half the voting Trustees,

13. FINANCE COMMITTEE

13.1. The Board of Trustees shall establish a Finance Committee.

13.2. The Finance Committee shall be made up of the following persons:

- a. the Senior Treasurer or nominee of the Manchester Metropolitan University management team will attend and speak (but not vote);
- b. the President and the Sabbatical Trustee with prime responsibility for Union finances; and
- c. up to two of the Independent Trustees.

13.3. The Chief Executive of MMU SU will attend and speak (but not vote) at meetings of the Finance Committee.

13.4. The Finance Committee may invite any person they feel will contribute to the meeting including other Union staff, who may attend and speak (but not vote) at meetings of the Finance Committee.

13.5. Subject to Article 12.7, the Trustees may delegate all financial matters to the Finance Committee, including (but not limited to):

- a. the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that the Finance Committee shall not incur expenditure on behalf of MMU SU except in accordance with a budget which has been approved by the Trustees.

14. DIVERSITY AND EQUAL OPPORTUNITIES COMMITTEE

14.1. The Trustees shall establish a Diversity and Equal Opportunities Committee.

14.2. The Diversity and Equal Opportunities Committee shall be made up of the following persons:

- a. two Sabbatical Trustees;
- b. up to two of the Independent Trustees; and
- c. a nominee of MMU Human Resources will attend and speak (but not vote).

14.3. The Chief Executive of MMU SU will attend and speak (but not vote) at meetings of the Diversity and Equal Opportunities Committee.

14.4. The Diversity and Equal Opportunities Committee may invite any person they feel will contribute to the meeting including other Union staff, who may attend and speak (but not vote) at meetings of the Diversity and Equal Opportunities Committee.

15. ADDITIONAL COMMITTEES

15.1. The trustee board shall convene the following committees as and when the need arises:

- a. Appointments committee
- b. Complaints and appeals committee
- c. any other committee in accordance with Article 12.7.1

16. EXPENSES OF TRUSTEES

16.1. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or Student Forum of MMU SU or otherwise in connection with the discharge of their duties.

17. CHAIR OF TRUSTEES

- 17.1. The Trustee Board will elect a Chair from amongst the independent trustees to serve as the chair of the Board of Trustees ("Trustee Chair") for a term of 2 years subject to Article 12.3.
- 17.2. If the Chair is unable to, or chooses not to act as Trustee Chair for any reason, for any part of a meeting, or for a whole meeting or a series of meetings the Board of Trustees shall appoint one of their number to be the Trustee Chair for the appropriate period.
- 17.3. The Board of Trustees may, acting in the best interests of MMU SU at all times, remove the Trustee Chair from the office of Trustee Chair. Such a resolution will be passed by a two-thirds majority of all the Trustees (not just those present at the meeting).
- 17.4. Where the provisions of Article 17.3 have been exercised, the Board of Trustees should appoint an independent Trustee to the Trustee Chair.
- 17.5. The Board of Trustees may appoint a Vice-Trustee Chair and other Honorary Officers from amongst the Trustees and may at any time remove them from such offices.

18. PROCEEDINGS OF TRUSTEES

- 18.1. Subject to the provisions of the law, these Articles of Governance and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.
- 18.2. The Trustees shall hold a minimum of four meetings, at least one per quarter, in any Academic Year.

19. DISQUALIFICATION AND RESIGNATION OF TRUSTEES

- 19.1. The office of a Trustee shall be vacated if:-
 - a. he or she becomes prohibited by law from being a charity Trustee;
 - b. he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - c. he or she is or may be suffering from mental ill health and the Trustees believe that he or she has become incapable of fulfilling his or her duties as a Trustee and as a result MMU SU is put at risk;
 - d. in the case of a Sabbatical Trustee he or she resigns or is dismissed from his or her Sabbatical Officer position by notice to the Board of Trustees;
 - e. in the case of an Independent or Co-opted Trustee a letter of resignation is submitted to the Board of Trustees;
 - f. he or she is absent from two consecutive meetings of the Trustees and the Trustees believe that such absence is without good cause;

- g. he or she is removed from office under Article 20.

20. REMOVAL OF TRUSTEES

- 20.1. The office of a Trustee shall be vacated if:
 - a. he or she is removed as a Trustee by a resolution of the Board of Trustees for failing to act in the best interests of MMU SU in accordance with the law, these Articles and the Bye-laws. Such a resolution will be passed by a two-thirds majority of all the Trustees (not just those present at the meeting). The Trustee concerned shall not vote on this resolution. In the event of an equality of votes, the Trustee Chair shall be entitled to a casting vote in addition to any other vote he or she may have;

21. REPLACEMENT OF TRUSTEES

- 21.1. If a Sabbatical Trustee retires, is disqualified or is dismissed from office at any time prior to the commencement of the Academic Year, MMU SU may hold a By-Election to appoint a replacement in accordance with the provisions of these Articles and the Bye-Laws of MMU SU.
- 21.2. If a Sabbatical Trustee retires, is disqualified or is dismissed from office at any other time during their term of office, the Board of Trustees may co-opt an ordinary Full Member to the Board of Trustees for the remainder of that term of office. The co-opted Full Member will act solely as a Trustee and not in the capacity the Sabbatical Officer they are replacing.
- 21.3. If an Independent or Co-opted Trustee resigns or retires the Appointments Committee is responsible for finding a replacement (if appropriate).

22. CONFLICTS OF INTEREST

- 22.1. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation, other than the University, whose interests may conflict with those of MMU SU in relation to a matter to be discussed at a meeting, he or she must:
 - a. declare an interest before discussion begins on the matter;
 - b. withdraw from that part of the meeting unless expressly invited to remain;
 - c. in the case of personal interests not be counted in the quorum for that part of the meeting;
 - d. in the case of personal interests withdraw during the vote and have no vote on the matter.

- e. in particular Articles 22 shall apply to any matter that may directly or indirectly relate to the position of a Sabbatical Trustee who is or is to be paid by MMU SU as an employee of MMU SU.

23. REFERENDUM

- 23.1. All Full Members of MMU SU shall be entitled to vote in referenda called in accordance with Bye-Law 3.
- 23.2. Referenda may be called to determine the following:
 - a. in accordance with Article 23.3, to agree changes to the Articles of Governance, a quorum of 5% of Full Members will be required to validate the referendum and a two-thirds majority of those voting will be required for the changes to be approved;
 - b. in accordance with Article 23.3, to pass a motion of no confidence in a Sabbatical Trustee, a quorum of 5% of Full Members will be required to validate the referendum and a majority of two thirds of those voting will be required for the motion to be approved;
 - c. to agree policy referred to referendum by the Trustee Board or Secure Petition, a quorum of 5% of Full Members will be required to validate the referendum and simple majority of those Full Members voting.
- 23.3. Referenda can be called on any issue by the following:
 - a. a simple majority of the Trustee Board;
 - b. by any Member via a secure petition validly signed by 500 Full Members.

24. SABBATICAL OFFICERS

- 24.1. At the same time as commencing the term of office the Sabbatical Officer will enter into a contract of employment as a Sabbatical Officer with MMU SU. The term will be twelve months.
- 24.2. Sabbatical Officers may be re-elected for a maximum further term of twelve months by the Full Members of MMU SU at an election to be held in accordance with the Bye-Laws.
- 24.3. The maximum total term that a Sabbatical Officer may serve is twenty four months.
- 24.4. Each Sabbatical Trustee must be a Full Member of MMU SU at the time of his or her election to be a Sabbatical Officer.

- 24.5. Sabbatical Officers may then be appointed as Sabbatical Trustees subject to the process and conditions as described in Articles 12.2.
- 24.6. A Sabbatical Officer shall become a Full Member of MMU SU for a term of twelve months on the commencement of his or her appointment or re-appointment as Sabbatical Officer.
- 24.7. The duties and payment of each Sabbatical Officers shall be as set out in the Bye-Laws.

25. REMOVAL OF SABBATICAL OFFICERS

- 25.1. A Sabbatical Officer shall be removed from office if:
 - a. A successful motion of no confidence is passed resolving to remove them from office. A Secure Petition for a motion of no confidence in the Sabbatical Officer must be signed by at least 500 of the Full Members of MMU SU and the motion of no confidence must be passed by referendum requiring a two-thirds majority of Full Members voting on the motion, provided that 5% or more of the total Membership votes to remove the Sabbatical Officer from office.
 - b. They are dismissed from their employment as a Sabbatical Officer.
- 25.2. A Sabbatical Officer removed under Article 25.1 shall be removed both from his or her remunerated Sabbatical Officer position of MMU SU and as a Sabbatical Trustee of MMU SU.

26. SUB-GROUPS

- 26.1. There shall be a number of Sub-Groups to address and direct the different activities of the Union or to address the needs of specific student communities. This might include (but is not limited to) academic issues and policy, student support, student media, student activities (sports, societies and community volunteering), postgraduate students, international students etc.
- 26.2. The Board of Trustees shall review the range of Sub-Groups annually and/or as proposals for changes are submitted.
- 26.3. Sub-groups shall be recognised by the Board of Trustees and resourced on the basis of an annual plan stating the remit of the Sub-Group, its aims and anticipated outcomes, budget and resources needed. Each Sub-Group will then have delegated authority to deliver that plan and make all decisions within its remit to do that.
- 26.4. Sub-groups shall have the following powers and responsibilities:

- a. To plan and execute an aspect of the Union's services, activities and provision as agreed by the Board of Trustees;
- b. To deploy resources as agreed and allocated to the Sub-Group by the Board of Trustees;
- c. To produce an annual evaluation and plan for Board of Trustees' approval. This will report and review results and outcomes of previous activities and outline plans, goals, intended outcomes and resources needed for the next year;
- d. Once the plan is agreed the Sub-Groups shall be free to make all decisions within the scope of the agreed plan to achieve the stated goals and outputs. This includes working methods and involvement of Union staff (subject to approval through the management structure), student volunteers and Sabbatical Officers. This shall also include the ability to establish further sub-structures, campaign groups, working groups, project teams etc as deemed useful to goal achievement; and
- e. To produce short written reports for each Board of Trustees' meeting stating progress against the agreed plan and any significant actual or anticipated variations in expenditure.

27. STUDENT ENGAGEMENT STRATEGY

- 27.1. In accordance with Article 12.5.2.d the Board of Trustees shall agree and monitor an annual student engagement strategy. This must detail how the Union will ensure that its priorities and provision meets the needs of the diverse Student population of Manchester Metropolitan University.

28. UNION OFFICERS GROUP

- 28.1. There shall be a Union Officers Group where the Sabbatical Officers of the Union shall meet to plan and agree their activities and specifically campaigning activities.
- 28.2. The Union Officers Group shall meet once per fortnight, or more frequently as determined by the President.
- 28.3. The Union Officers Group will also discuss and plan responses to events with a political sensitivity including (but not limited to) media stories about Students, major University decisions, incidents affecting the Student population, etc.
- 28.4. The Union Officers Groups must produce a short report of its actions and decisions to each Student Forum meeting and be available to answer question relating to its work.

- 28.5. The Union Officers Group may invite any person they feel will contribute to the meeting including other Union staff, who may attend and speak (but not vote).
- 28.6. The Union Sabbatical Officers are listed in the Bye-Laws to these Articles.

29. UNION MANAGEMENT GROUP

- 29.1. There shall be a Union Management Group of Sabbatical Officers and relevant managers of the Union that shall meet weekly.
- 29.2. This Union Management Group will act as a forum for communication and decisions about the day to day affairs of the Union and its operations.
- 29.3. The Union management Group may establish Sub-Groups (known as "Panels") as it sees fit, to discuss and monitor aspects of the Union in more detail.
- 29.4. Standing Panels of the Union Management group will be:
- a. Health & safety Panel;
 - b. Diversity and equality Panel;
 - c. Ethical and environmental Panel;
 - d. Volunteering and participation Panel;
 - e. Human resources Panel.

30. GENERAL

30.1. Minutes

The Trustees shall keep minutes of all proceedings at Student Forum of MMU SU and meetings of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting. The minutes of these meetings will be available to Full Members. Decisions should also be summarised in the Trustees' reports to Student Forum.

30.2. Accounts and Reports

The Trustees shall comply with the requirements the Education Act (1994) and the Charities Act 2006 (or any statutory re-enactment or modification of those Acts) as to keeping financial records and the audit or examinations of accounts.

31. NOTICES

- 31.1. Any notice served pursuant to these Articles of Governance shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

32. DISCIPLINARY PROCEDURE

- 32.1. The Trustees shall prepare and implement a Disciplinary Procedure, details of which shall be contained in the Guidance Regulations and Protocols.
- 32.2. All Members of MMU SU and all Trustees shall be subject to the Disciplinary Procedure, particularly when on premises administered or events organised by MMU SU.
- 32.3. The Disciplinary Procedure may include sanctions, including the indefinite suspension of any or all of the privileges of Membership of MMU SU
- 32.4. The Disciplinary Procedures shall not preclude the University from instigating its own Code of Conduct and Disciplinary Procedures and/or notifying the police, but the Union would wish to be informed of this.

33. COMPLAINTS PROCEDURE

- 33.1. The Trustees shall prepare and implement a Complaints Procedure, details of which shall be contained in the Guidance Regulations and Protocols.
- 33.2. Under the provisions of the Education Act (1994) a Member may appeal in the first instance to the University in the event of their continuing to have a complaint against the Union after the internal Union procedure has been exhausted.

34. NO PLATFORM POLICY

- 34.1. In pursuance of MMU SU's Charitable objects, any individuals or Members of organisations or groups identified by the Board of Trustees as holding racist or fascist views shall not be allowed to stand for election to any office or attend, speak or otherwise participate in meetings or any other events.
- 34.2. Officers, Committee Members and Trustees shall not share a public platform with an individual or member of an organisation or group known to hold racist or fascist views.
- 34.3. The Board of Trustees shall prepare and implement rules for the operation of MMU SU's "No Platform" policy details of which shall be contained in the Guidance Regulations and Protocols.

35. INDEMNITY

- 35.1. Every Trustee or other officer of MMU SU shall be indemnified out of the assets of MMU SU on terms that are appropriate to the position of Trustee having regard to all of the circumstances.
- 35.2. The Trustees shall have power to resolve to effect Trustees' indemnity insurance, despite their interest in such policy.