



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **NI646426**

The Registrar of Companies for Northern Ireland hereby certifies that

ULSTER UNIVERSITY STUDENTS' UNION

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Northern Ireland

Given at Companies House on **15th June 2017**



NNI646426K



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

FILED
13/06/2017
J681EH49

☒ **What this form is for**
You may use this form to register a
private or public company.

☐ **What this form is NOT for**
You cannot use this form to register a
limited liability partnership. To
this, please use form LL IN01. Do
not use this form if any individual
with significant control is applying
or has applied for protection from
having their details disclosed on the
public register. Contact enquiries at
companieshouse.gov.uk to get a
separate form.

TUESDAY
TU



J681EH49
JNI 13/06/2017 #46
COMPANIES HOUSE
J680X0R5
JNI 06/06/2017 #91
COMPANIES HOUSE

Part 1 Company details

A1

Company name

Check if a company name is available by using our name availability search:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

Ulster University Students' Union

For official use

NI 646426

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

● Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance at:
www.gov.uk/companieshouse

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☒ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

● Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at:
www.gov.uk/companieshouse

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

● Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements or private
companies that are charities are
eligible to apply for this. For more
details, please go to our website:
www.gov.uk/companieshouse

08 JUN 2017

COMPANIES HOUSE

13 JUN 2017

BELFAST

06/16 Version 7.0

IN01

Application to register a company

A4

Company type^①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ②

Classification code 1	8	5	6	0	0
Classification code 2	8	5	5	9	0
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
☐ Wales
☐ Scotland
☒ Northern Ireland

③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

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Application to register a company

A7	Registered office address ①	
	Please give the registered office address of your company.	
Building name/number	Ulster University Students' Union	
Street	Ulster University	
	Shore Road	
Post town	Newtownabbey	
County/Region	County Antrim	
Postcode	B T 3 7 0 Q B	
	<p>① Registered office address You must ensure that the address shown in this section is consistent with the situation indicated in section A6.</p> <p>You must provide an address in England or Wales for companies to be registered in England and Wales.</p> <p>You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.</p>	
A8	Articles of association ②	
	Please choose one option only and tick one box only.	
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	
	<p>② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse</p> <p>A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.</p>	
A9	Restricted company articles ③	
	Please tick the box below if the company's articles are restricted.	
	<input type="checkbox"/>	
	<p>③ Restricted company articles Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse</p>	

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		② EEA A full list of countries of the EEA can be found in our guidance. www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Registration number		
C4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mr	
Full forename(s)	Kevin Joseph	
Surname	McStravock	
Former name(s) ^②		
Country/State of residence ^③	Northern Ireland	
Nationality	Irish	
Month/year of birth ^④	<div>X</div> <div>X</div> <div>1</div> <div>2</div> <div>1</div> <div>9</div> <div>9</div> <div>4</div>	
Business occupation (if any) ^⑤	Students' Union President	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2	Director's service address ^⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country		

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	
Full forename(s)	
Surname	
Former name(s) ^②	
Country/State of residence ^③	
Nationality	
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) ^⑤	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Corporate director

E1	Corporate director appointments ①	<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate directors taken on formation.		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

E2	Location of the registry of the corporate body or firm
Is the corporate director registered within the European Economic Area (EEA)?	
→ Yes Complete Section E3 only → No Complete Section E4 only	

E3	EEA companies ②	<p>② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③		
Registration number		

E4	Non-EEA companies	<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		

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Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below.→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	--	------------------	---	--

Currency table A

		Totals		

Currency table B

		Totals		

Currency table C

		Totals		

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

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Application to register a company

F2

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.


A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share		
Prescribed particulars 		<p>● Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

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Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

→ **Yes** Complete the sections below.→ **No** Go to **Part 5** People with significant control (PSC).**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1

Kevin Joseph

Surname 1

McStravock

Address 2

49 Tirgan Road, Moneymore, County Londonderry

Postcode

B T 4 5 7 R X

Amount guaranteed 3

£1.00

Class of member
(if applicable) 4**Subscriber's details**

Forename(s) 1

Surname 1

Address 2

Postcode

Amount guaranteed 3

Class of member
(if applicable) 4

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Application to register a company

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted.

❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ^①

- ☒ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☐ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	
Title*	Mr	
Full forename(s)	Kevin Joseph	
Surname	McStravock	
Country/State of residence ^①	Northern Ireland	
Nationality	Irish	
Month/year of birth ^②	<div>X</div> <div>X</div> <div>1</div> <div>2</div> <div>1</div> <div>9</div> <div>9</div> <div>4</div>	

- ① Country/State of residence**
This is in respect of the usual residential address as stated in section H6.
- ② Month and year of birth**
Please provide month and year only.

H4	Individual's service address ^①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

- ① Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address
- If you provide the individual's residential address here it will appear on the public record.

H7

Nature of control for an individual¹

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☒ The individual has the right to exercise, or actually exercises, significant influence or control over the company

● Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	
Title*		
Full forename(s)		
Surname		
Country/State of residence ^①		
Nationality		
Month/year of birth ^②	<div data-bbox="336 797 432 842">X X</div> <div data-bbox="491 797 587 842">m m</div> <div data-bbox="646 797 837 842">y y y y</div>	
H4	Individual's service address^①	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6 .	
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

① Country/State of residence
This is in respect of the usual residential address as stated in section H6.

② Month and year of birth
Please provide month and year only.

① Service address
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

IN01

Application to register a company

H7

Nature of control for an individual¹

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ●

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

● Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ^❶	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ Registered or principal office address
This is the address that will appear on the public record

I2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered ^❶	
Country/State ^❶	
Registration number ^❶	

❶ Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.**Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company



^① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1	ORP details	
	An 'other registrable person' is: <ul style="list-style-type: none">• a corporation sole• a government or government department of a country or territory or a part of a country or territory• an international organisation whose members include two or more countries or territories (or their governments)• a local authority or local government body in the UK or elsewhere	
Name of ORP	<div></div> <div></div>	

J2	Principal office address 	
Building name/number	<div></div>	 Principal office address This is the address that will appear on the public record.
Street	<div></div> <div></div>	
Post town	<div></div>	
County/Region	<div></div>	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country	<div></div>	

J3	Legal form and governing law	
Legal form	<div></div> <div></div>	
Governing law	<div></div>	

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.**Ownership of shares**

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2 Election to keep directors' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4 Election to keep members' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register
☐ The company will be a single member company (Tick if applicable).

K5 Election to keep PSC register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register
☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

^④ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ^①

Please tick the box to confirm.

- ☒ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section N1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ^②

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.


IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	Shean Dickson Merrick Solicitors									
Building name/number	14/16									
Street	High Street									
Post town	Belfast									
County/Region										
Postcode	B	T	1	2	B	S				
Country	Northern Ireland									
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.									
Agent's signature	<div>Signature</div> <div> X  X </div>									

IN01

Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Owen Williamson**

Company name **Shean Dickson Merrick**

Address **14/16 High Street**

Post town **Belfast**

County/Region

Postcode **B T 1 2 B S**

Country **Northern Ireland**

DX **460NR Belfast 1**

Telephone **028 9032 6878**

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A7).
☒ At the agents address (Given in Section N2).

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☒ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital

Memorandum
and
Articles of Association
Of
Ulster University Students' Union

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Memorandum of Association of Ulster University Students' Union

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

Name of each subscriber

Authentication by each subscriber

Kevin McStravock

kevin McStravock

Dated: 5th June 2017

Table of Contents and Comments

Key Constitutional Provisions **Page 1**

This section describes the organisation, its purpose, the activities it can engage in and the boundaries of its work. It describes what happens if the organisation was to be dissolved and how the articles can be amended.

Membership **Page 8**

This section describes who the members of the students' union are.

Referendums **Page 10**

This section describes how a referendum may be called.

Meetings **Page 11**

This section describes how Student Members' meetings are called and what business will take place within them and how Company Law Meetings are called.

Trustees **Page 14**

This section describes who the trustees are, how they are appointed, how they can be removed and their powers.

The Student Executive Committee **Page 22**

This section describes who the Student Executive Committee are, how they are appointed, how they can be removed and their powers.

Decision Making By Trustees **Page 22**

This section describes how trustees can make decisions and how trustee meetings will be called and run.

Student Council **Page 27**

This section deals with the powers and responsibilities of student council.

Administrative Arrangements and Miscellaneous Provisions **Page 27**

This section deals with miscellaneous issues and includes a table of definitions and interpretations.

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Articles of Association of Ulster University Students' Union

BACKGROUND

- A. The Ulster University Students' Union (the "Union") derives its existence and authority from the Statutes and Ordinances of Ulster University (the "University"). The Union is devoted to the educational interests and welfare of its Student Members.
- B. In accordance with Statute IV, the functions of the Union shall be to:
- (1) promote the interests of the students and to represent them in all matters affecting their interests;
 - (2) afford a recognised means of communication between the students and the authorities of the University;
 - (3) promote social intercourse and unity of spirit and feeling among the students; and to
 - (4) bring the students into closer relations with the students of other universities and institutions of further and high education.
- C. In accordance with Ordinance XXXIX, the aims and objectives of the Union shall be to:
- (a) foster and develop a corporate spirit among its members;
 - (b) promote the general and particular interests of its members and to represent them in all matters affecting their interests;
 - (c) afford the recognised channel of communication between its members and the University;
 - (d) provide, maintain and develop facilities and services for its members;
 - (e) assist in the development of the social, cultural and athletic life of its members;
 - (f) establish and maintain relations between students of the University and those of other institutions of education;
 - (g) enhance the standing of students in the community.
- D. The Union shall in carrying out its functions have due regard to the need to promote equality of opportunity between persons of different religious belief, political opinion, racial group, age, marital status, sexual orientation; between men and women generally; between persons with a disability and persons without; and between persons with dependents and persons without.

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

PART 1 KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

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

2. Objects

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

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

3. Powers

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

- 3.1 provide services and facilities for Student Members;

- 3.2 establish, support, promote and operate a network of student activities for Student Members;
- 3.3 support any RAG or similar fundraising activities carried out by Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 3.4 alone or with other organisations:
 - 3.4.1 carry out campaigning activities;
 - 3.4.2 seek to influence public opinion; and
 - 3.4.3 make representations to and seek to influence governmental and other bodies and institutionsregarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which a Northern Ireland charity may properly undertake and provided that the Union complies with any guidance published by the Charity Commission for Northern Ireland;
- 3.5 provide or procure the provision of advice, counselling and guidance;
- 3.6 write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;
- 3.7 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 3.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.9 provide or appoint others to provide advice, guidance, representation and advocacy;
- 3.10 enter into contracts to provide services to or on behalf of other bodies;
- 3.11 co-operate with other charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.12 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.13 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);

- 3.14 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities;
- 3.15 purchase or acquire all or any of the property, assets, liabilities and engagement of any charity with objects similar to the Union's objects;
- 3.16 undertake and execute charitable trusts;
- 3.17 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.18 pay out of the funds of the Union the costs of forming and registering the Union;
- 3.19 accept (or disclaim) gifts of money and any other property;
- 3.20 raise funds by way of subscription, donation or otherwise;
- 3.21 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.22 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Union must comply as appropriate with charity legislation);
- 3.23 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Union must comply as appropriate with charity legislation if it wishes to mortgage land);
- 3.24 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 3.25 make grants or loans of money and give guarantees;
- 3.26 set aside funds for special purposes or as reserves against future expenditure, and impose restrictions, which may be revocable or irrevocable, on the use of any property of the Union, including (without limitation) by creating permanent endowment;
- 3.27 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.28 delegate the management of investments to an appropriately experienced and qualified Financial Expert provided that:
 - 3.28.1 the investment policy is set down in writing for the Financial Expert by the Trustees;

- 3.28.2 every transaction is reported in a timely manner to the Trustees;
- 3.28.3 the performance of the investments is reviewed regularly by the Trustees;
- 3.28.4 the Trustees are entitled to cancel the delegation at any time;
- 3.28.5 the investment policy and the delegation arrangements are reviewed regularly;
- 3.28.6 all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified in a timely manner to the Trustees on receipt; and
- 3.28.7 the Financial Expert may not do anything outside the powers of the Trustees;
- 3.29 arrange for investments or other property of the Union to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.30 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.31 open and operate bank accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 3.32 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 3.33 incorporate and acquire subsidiary companies to carry on any trade;
- 3.34 subject to Article 4 (Limitation on private benefits):
 - 3.34.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.34.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and former employees of the Union and to their spouses and dependants;
- 3.35 insure the property of the Union against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Union;
- 3.36 provide indemnity insurance for the Trustees or any other officer of the Union in accordance with, and subject to the conditions in, Section 93 of the Charities Act (Northern Ireland) 2008 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 93 shall be treated as references to officers of the Charity); and
- 3.37 do all such other lawful things as may further the Union’s objects.

4. Limitation on private benefits

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

Permitted benefits to Company Law Members, Trustees and Connected persons

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

- 4.3 No Trustee may:

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

unless the payment is permitted by Article 4.4 or authorised by the court or the Charity Commission for Northern Ireland.

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

- 4.4.1 a Trustee or a person who is Connected with a Trustee may receive a benefit from the Union in their capacity as a beneficiary of the Union;
- 4.4.2 a Trustee or a person who is Connected with a Trustee may be reimbursed by the Union for, or may pay out of the Union's property, reasonable expenses properly incurred by them when acting on behalf of the Union;
- 4.4.3 a Student Officer Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Student Officer Trustees and persons Connected with a Trustee under contracts of employment with the Union;
 - (b) subject to Article 4.4.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (c) if the person being remunerated is a Trustee the procedure described in Article 45 (Conflicts of interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (d) if the person being remunerated is a person Connected with a Trustee the procedure described in Article 45 (Conflicts of interest) must be

followed by the relevant Trustee in relation to any decisions regarding such person;

- 4.4.4 a Trustee or a person who is Connected with a Trustee may receive interest at a reasonable and proper rate on money lent to the Union;
- 4.4.5 a Trustee or a person who is Connected with a Trustee may receive reasonable and proper rent for premises let to the Union;
- 4.4.6 the Union may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.36; and
- 4.4.7 a Trustee or other officer of the Union may receive payment under an indemnity from the Union in accordance with the indemnity provisions set out at Article 55;

provided that where benefits are conferred under Article 4.4, Article 45 (Conflicts of interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

5. Liability of Company Law Members

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

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

6. Dissolution

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

6.1.1 directly for the objects of the Union; or

6.1.2 to any charity or charities:

- (a) for purposes similar to the objects of the Union; or
- (b) for use for particular purposes that fall within the objects of the Union.

6.2 In no circumstances shall the net assets of the Union be paid to or distributed among the Company Law Members of the Union under this Article 6.

6.3 If no resolution is passed in accordance with Article 6.1, the net assets of the Union shall be applied for such charitable purposes as are directed by the Charity Commission for Northern Ireland.

7. Reviewing and Amending the Articles

7.1 The Trustees and the University shall be required to review the provisions of these Articles at intervals of not more than five years.

7.2 No amendment shall be made to these Articles which would have the effect of the Union ceasing to be a charity.

7.3 Article 2 (Objects) and Article 4 (Limitation on private benefits) may not be amended without the prior written consent of the Charity Commission for Northern Ireland.

7.4 These Articles may be amended, subject to Article 7.5, by:

7.4.1 a resolution of the Student Members passed at a general meeting by at least 50% of those present and voting; or

7.4.2 by a resolution passed by a simple majority of the Student Members voting in a referendum, provided that at least 1% of Student Members cast a vote in the referendum.

7.5 Article 7.4 is subject to the University approving the proposed amendment(s).

PART 2 MEMBERS

8. Members of the Union

8.1 The Members of the Union shall be as follows:

8.1.1 the Student Members;

8.1.2 the Associate Members; and

8.1.3 the Company Law Members.

BECOMING AND CEASING TO BE A STUDENT MEMBER

9. Student Members

9.1 The Student Members shall be as follows:

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

9.1.2 the Student Officers.

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

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

10. Termination of Student Membership

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

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

10.2 they cease to be a Student Officer;

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

10.4 in the case of Members other than the Student Officers, a resolution is passed by a majority vote of the Student Council resolving that the Member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Union. Such a resolution shall not be passed unless the Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by, or of making written representations to, the Student Council; or

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

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

11. Trustees as Company Law Members

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

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

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

12. Termination of Company Law Membership

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

ASSOCIATE MEMBERS

13. Associate Members

- 13.1 The Student Council may elect to, and remove from, associate membership of the Union such persons as they consider to be fit.
- 13.2 The Student Council shall determine the form of application for associate membership and associate membership shall be subject to such rights and obligations as the Student Council consider appropriate.
- 13.3 Associate Members shall not be Student Members for the purposes of these Articles of Association and shall not be entitled to vote on any matter.

CODE OF CONDUCT

14. Code of Conduct

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

REFERENDUMS

15. Referendums

- 15.1 A Referendum may be called on any issue by:
 - 15.1.1 a resolution of the Trustees;
 - 15.1.2 a majority vote of the Student Council; or
 - 15.1.3 subject to Articles 7 and 29.3, a Secure Petition signed by at least 1% of Student Members who will be affected.
- 15.2 Subject to Articles 7 and 29.3, a resolution may only be passed by Referendum if at least 1% of Student Members cast a vote in the Referendum and a simple majority of the votes cast are in favour of the resolution.

- 15.3 Referendums shall be conducted in accordance with these Articles and the Bye-Laws.
- 15.4 Subject to Articles 7 and 29.3, the Student Members may set Policy by Referendums. Policy set by Referendums may overturn Policy set by the Student Council and Policy set by the Student Members at a Student Members' meeting.

STUDENT MEMBERS' MEETINGS

16. Student Members' meetings

- 16.1 The Union shall hold an annual Student Members' meeting once in each calendar year. Not more than 18 months shall pass between the date of one annual Student Members' meeting and the next. 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.

Other General Meetings

- 16.2 The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 30 Student Members having the right to attend and vote at general meeting.

Location of Meetings

- 16.3 Annual Student Members' meetings and general meetings may be carried out at one single venue or simultaneously at a maximum of four separate venues with a video, audio or other real-time link between all of the venues. At the start of such meetings, each venue must indicate by majority vote that they are satisfied with the meeting set-up and technology.

Length of Notice

- 16.4 A Student Members' meeting or a general meeting shall be called by at least 14 clear days' written notice.

Contents of Notice

- 16.5 Every notice calling a Student Members' meeting or a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If the meeting is an annual Student Members' meeting, the notice must say so and the business to be transacted shall include:
- (i) ratification of minutes of previous AGM;
 - (ii) receiving the report of the Trustees on the Union's activities since the previous AGM;
 - (iii) receiving the accounts of the Union for the previous financial year;
 - (iv) appointment of the auditors;

- (v) approving the list of affiliations of the Union; and
- (vi) open questions to the Trustees by the Student Members.

Service of Notice

- 16.6 Notice of Student Members' and general meetings shall be given to every Student Member and to the Trustees and any patron of the Union.

Quorum

- 16.7 No business shall be transacted at any Student Members' meeting or general meeting unless a quorum is present. 30 persons entitled to vote upon the business to be transacted, each being a Student Member (but excluding Trustees), shall be a quorum.
- 16.8 If such 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 other day, 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 the Student Members present shall be a quorum.

Chair

- 16.9 The chair of Student Council or in his or her absence the Deputy Chair shall preside as chair of the meeting. In the absence of the chair of Student Council and the Deputy Chair, the Members present and entitled to vote shall choose one of their number to be chair.

Attendance

- 16.10 A Trustee may, even if not a Student Member, attend and speak at any Student Members' meeting or general meeting.

Adjournment

- 16.11 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Votes of Student Members at Meetings

- 16.12 Every Student Member has the right to attend Student Members' meetings and general meetings and the right to vote. A resolution put to the vote of a Student

Members' meeting or a general meeting shall be decided on a show of hands, and every Student Member shall have one vote.

- 16.13 Every resolution put to the vote of a Student Members' meeting or a general meeting shall be decided by a simple majority of the votes cast unless these Articles provides otherwise.
- 16.14 For the avoidance of doubt, any Student Members' meeting held under this Article 16 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

COMPANY LAW MEETINGS

17. Company Law Meetings

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

WRITTEN RESOLUTIONS

18. Written Resolutions

- 18.1 Subject to this Article 18, a written resolution agreed by:
- 18.1.1 Company Law Members representing a simple majority; or
- 18.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;
- of the eligible Company Law Members shall be effective.
- 18.2 On a written resolution each Company Law Member shall have one vote.
- 18.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

Circulation

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

- 18.5 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 18.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 18.7 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

- 18.8 A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them (or from someone acting on their behalf) an authenticated document:
- 18.8.1 identifying the resolution to which it relates; and
- 18.8.2 indicating the Company Law Member's agreement to the resolution.
- 18.9 For the purposes of Article 18.8:
- 18.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
- 18.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
- (a) the identity of the sender is confirmed in a manner specified by the Union; or
- (b) where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.
- 18.10 If the Union gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

**PART 3
TRUSTEES**

APPOINTMENT AND RETIREMENT OF TRUSTEES

19. Appointment of Trustees

Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. On the day

immediately following the Effective Date, those persons elected and/or appointed by the Unincorporated Charity as its board of trustees for the academic year 2017/18 shall be the Trustees of the Union and shall be deemed to be the Union's Student Officer Trustees, Student Trustees and Lay Trustees as appropriate for the purposes of these Articles. Thereafter, the Trustees shall be made up of the following persons:

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

20. Student Officer Trustees and Student Officers

- 20.1 Up to seven Student Officers 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. The Student Officers shall be elected to posts specified in the Bye-Laws.
- 20.2 The Student Officers from time to time shall be the Student Officer Trustees. Except where otherwise indicated, references in these Articles to "Student Officer Trustees" are to individuals acting solely in their capacity as Student Officer Trustees.
- 20.3 A Student Officer 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 Student Officer may be re-elected to office by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. A Student Officer may serve in office for a maximum of three one year terms, but shall not hold any one office for more than two one year terms. For the avoidance of doubt, a Student Officer's term of office may be either consecutive or non-consecutive.
- 20.4 Each Student Officer must be a Student or a Student Officer at the time of their election. In accordance with Article 9, each Student Officer shall become a Student Member on commencement of their appointment or re-appointment as a Student Officer. Such Student Membership shall cease when the Student Officer ceases to be a Student Officer.
- 20.5 At the same time as commencing the term of office as a Student Officer, the Student Officer will enter into a contract of employment with the Union for a term to be determined by these Articles. The duties and method of remuneration of each Student Officer shall be as set out in the Bye-Laws.

21. Student Trustees

- 21.1 Subject to Article 21.2 below, Student Trustees shall be elected by secret ballot by the Student Members at an election to be held in accordance with the Bye-Laws. There should be one Student Trustee elected from each campus of the University.

- 21.2 Each Student Trustee must be a Student at the time of their election and for the duration of his or her term as a Student Trustee.
- 21.3 A Student Trustee 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 the alteration of the year start or end. A Student Officer may be re-elected to office by the Student Members of the Union at an election to be held in accordance with the Bye-Laws.
- 21.4 A Student Trustee may serve in office for a maximum of two one year terms. For the avoidance of doubt, a Student Trustee's term of office may be either consecutive or non-consecutive.

22. Lay Trustees

- 22.1 Up to three Lay Trustees shall be appointed by a simple majority vote of the Appointments Committee provided that the appointment of each Lay Trustee is ratified by a 75% majority vote of the Student Council. For the avoidance of doubt, such appointment shall not take effect until it has been ratified by the Student Council.
- 22.2 Unless their appointment is terminated in accordance with articles 23, 24 or 25, Lay Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.
- 22.3 Lay Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

23. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 23.1 they cease to be a company director by virtue of any provision of the Companies Act 2006 or are prohibited from being a company director by law;
- 23.2 they are disqualified under charity legislation from acting as a trustee of a charity;
- 23.3 in the case of a Student Officer Trustee, they cease to be a Student Officer or an employee of the Union;
- 23.4 in the case of a Student Trustee, they cease to be a Student;
- 23.5 in the case of a Student Officer Trustee or a Student Trustee, they are removed from Student Membership of the Union in accordance with the Union's code of conduct or disciplinary procedure for Student Members;
- 23.6 they resign by notice in writing to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);

- 23.7 the Trustees reasonably believe the Trustee has become physically or mentally incapable of managing their own affairs and they resolve that the Trustee be removed from office;
- 23.8 they fail to attend two consecutive meetings of the Trustees, and in the opinion of the Trustees there are no mitigating circumstances for that failure, and the Trustees resolve that the Trustee be removed for this reason;
- 23.9 they cease to be a Company Law Member; or
- 23.10 they are removed from office under Articles 24, 25 or 26.

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

The office of a Trustee shall be vacated if:

- 24.1 a motion of no confidence in the Trustee is passed by a two thirds majority of the Student Members voting in a Referendum, provided that at least 1% of Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed by at least 1% of the Student Members; or
- 24.2 a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be triggered by a Secure Petition signed or agreed by at least 1% of the Student Members.

25. Removal of Lay Trustees by the Board

The office of a Lay Trustee shall be vacated if a majority resolution of no confidence in the Trustee is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 41.

26. Removal of Elected Officers

An Elected Officer shall be removed from office if they:

- 26.1 resign or die;
- 26.2 are removed from office as an Elected Officer by
 - 26.2.1 a motion of no confidence in the Elected Officer is passed by a two thirds majority of the Student Members voting in a Referendum, provided that at least 1% of the Student Members cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition signed or agreed to by at least 1% of the Student Members; or
 - 26.2.1 a motion of no confidence in the Elected Officer is passed by a two thirds majority in a vote of the Student Council. Such a motion shall only be

triggered by a Secure Petition signed or agreed to by at least 1% of the Student Members;

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

27. Rights of Removed Lay Trustee

27.1 A resolution to remove a Lay Trustee in accordance with Article 25 shall not be passed unless the Lay Trustee concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by, or making written representations to, the Trustees.

27.2 A Lay Trustee removed from office in accordance with Article 25 shall be entitled to appeal the decision to remove him or her to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of a nominee from the University, one independent person, and a chief executive/general manager and officer of another students' union. The independent person shall be a Student Member who is not a Trustee or a member of the Student Council. The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws. The Union may consult with the National Union of Students in relation to the appeals process and, in particular, to the appointment of an independent person to the Appeals Panel.

28. Replacement of Trustees

28.1 If a Student Officer Trustee resigns, is disqualified, or is removed from office within the first six months of their term, the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.

28.2 If a Student Officer Trustee resigns, is disqualified, or is removed from office when there is less than six months left of their term, the post shall remain vacant until the next elections are held and the work of that Student Officer Trustee shall be shared between the remaining Student Officer Trustees.

28.3 If a Student Trustee resigns, is disqualified, or is removed from office within the first six months of their term, a Student Trustee may be elected to the vacancy in accordance with Article 21; or

28.4 If a Student Trustee resigns, is disqualified, or is removed from office when there is less than six months left of their term, their office may be filled by the Student Council from such persons as have been nominated by the Appointments Committee provided that the election of each Student Trustee is approved by a 75% majority of the Student Council.

28.5 If a Lay Trustee resigns, is disqualified, or is removed from office, a Lay Trustee shall be appointed to the vacancy in accordance with Article 22.

TRUSTEES' POWERS AND RESPONSIBILITIES

29. Trustees' general authority

- 29.1 The Board of Trustees is responsible for the management and administration of the Union and (subject to these Articles and the Bye-Laws) may exercise all the powers of the Union. A meeting of the Trustees at which at quorum is present may exercise all powers exercisable by the Trustees.
- 29.2 The Board's powers under Article 29.1 shall include but not be limited to responsibility for:
- 29.2.1 the governance of the Union;
 - 29.2.2 the budget of the Union; and
 - 29.2.3 the strategy of the Union.
- 29.3 The Board of Trustees may override any decision or Policy made by the Student Members at a Student Members' meeting or by Referendum or by the Student Council which the Trustees consider (in their absolute discretion):
- 29.3.1 has or may have any financial implications for the Union;
 - 29.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 29.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 29.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 29.2.
- 29.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 29.5 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number. However, if, and so long as, the number of Trustees is less than the number fixed as the quorum in Article 41, the Trustees may only act to increase the number of Trustees (including by arranging an election) so that there is a quorum.
- 29.6 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 29.6.1 was not properly appointed;
 - 29.6.2 was disqualified from holding office;
 - 29.6.3 had vacated office; or

29.6.4 was not entitled to vote.

30. Trustees may delegate

30.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

30.2 Subject to the Articles, the Trustees may delegate any of their powers or functions, or the implementation of their decisions, or day to day management of the affairs of the Union to any person or committee.

30.3 Any delegation by the Trustees may be:

30.3.1 by such means;

30.3.2 to such an extent;

30.3.3 in relation to such matters or territories; and

30.3.4 on such terms and conditions

as they think fit.

30.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

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

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

31. Delegation to Committees

31.1 In the case of delegation to committees:

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

31.1.2 subject to Article 31.3, the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

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

- 31.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees;
- 31.1.5 any delegation made under this article 31.1 shall be revocable by the Trustees at any time; and
- 31.1.6 the Trustees may make such regulations, impose such terms and conditions, and give such mandates to any committee as they may from time to time think fit.
- 31.2 The Trustees shall establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 30.1 and 31.1:
 - 31.2.1 Student Executive Committee (as further described in Article 33);
 - 31.2.2 Appointments Committee;
 - 31.2.3 Staffing, Finance and General Purposes Committee; and
 - 31.2.4 Audit and Risk Committee.
- 31.3 For the avoidance of doubt, the Trustees may (in accordance with Articles 30.1 and 31.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature or agreement of at least one Trustee shall be required for payments (including cheques and electronic payments) above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
- 31.4 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any Bye-Laws.

32. Delegation of day-to-day management powers to the General Manager

In the case of delegation of the day-to-day management of the Union to the General Manager:

- 32.1 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;
- 32.2 the Trustees shall provide the General Manager with a description of their role and the extent of their authority;

32.3 the General Manager shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts which are sufficient to explain the financial position of the Union; and

32.4 the Trustees shall provide the General Manager with a performance management structure to aid their work plan and development.

33. The Student Executive Committee

33.1 Unless the Trustees determine otherwise, the Student Executive Committee shall comprise:

33.1.1 the Student Officers.

33.2 The Student Executive Committee's responsibility shall not include the duties of the Trustees as set out in Article 29 but shall include representation and campaigning work and the implementation of Policy save in so far as these responsibilities have not been delegated to another committee.

33.3 The General Manager, the Union's senior management team, and such other persons as the Student Executive Committee desires or invites, may attend meetings of the Student Executive Committee at the request of the Student Executive Committee

33.4 The Student Executive Committee shall meet in accordance with the Bye-Laws.

DECISION-MAKING BY TRUSTEES

34. Trustees to take decisions collectively

34.1 Subject to the provisions of these Articles and the Bye-Laws, the Trustees may regulate their proceedings as they think fit.

34.2 Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 44 (Trustee decisions without a meeting).

35. Trustees' meetings

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

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

36. Calling a Trustees' meeting

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

37. Length of Notice

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

- 37.1 all the Trustees agree to shorter notice; or
- 37.2 urgent circumstances require shorter notice.

38. Contents of Notice

Every notice calling a Trustees' meeting must specify:

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

39. Service of Notice

Notice of Trustees' meetings must be given to each Trustee in writing. Notice of Trustees' meeting shall be sent by post or by electronic means to an address provided by the Trustee for the purpose.

40. Participation in Trustees' meetings

- 40.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - 40.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 40.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 40.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
- 40.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

41. Quorum for Trustees' meetings

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

42. Chair and Deputy Chair

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

43. Casting vote

- 43.1 Any proposal to be decided on at a Trustees' meeting shall be decided by a simple majority vote of those present and eligible to vote at the Trustees' meeting voting for the proposal.
- 43.2 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the Chair of the Meeting has a casting vote in addition to any other vote the Chair may have.
- 43.3 Article 43.2 does not apply if, in accordance with the Articles, the Chair of the Meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

44. Trustee decisions without a meeting

- 44.1 The Trustees may, in the circumstances outlined in this Article, make a two thirds majority decision without holding a Trustees' meeting.
- 44.2 If:
 - 44.2.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 44.2.2 that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;
 - 44.2.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
 - 44.2.4 a two thirds majority of the Trustees vote in favour of a particular decision on that mattera decision of the Trustees may be taken by a majority and shall be as valid and effectual as if it had been taken at a Trustees' meeting duly convened and held.
- 44.3 Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

- 44.3.1 may be in different places, and may participate at different times; and
- 44.3.2 may communicate with each other by any means.
- 44.4 No decision shall be taken by the Trustees in accordance with this Article unless a quorum participates in the decision-making process. The quorum for Trustees' decision-making in accordance with this Article shall be the same as the quorum for Trustees' meetings as set out in Article 41.
- 44.5 The Chair or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making in accordance with this Article. The process shall include:
 - 44.5.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;
 - 44.5.2 the nomination of a person to whom all Trustees' votes must be communicated;
 - 44.5.3 if a majority of the Trustees vote in favour of the decision, the nominated person must communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval.

45. Conflicts of interest

Declaration of interests

- 45.1 Unless Article 45.2 applies, a Trustee must declare the nature and extent of:
 - 45.1.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Union; and
 - 45.1.2 any duty or any direct or indirect interest which they have which conflicts or may conflict with the interests of the Union or their duties to the Union.
- 45.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 45.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, they are entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 45.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the

Union, they may participate in the decision-making process and may be counted in the quorum and vote unless:

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

- (a) any benefit received in their capacity as a beneficiary of the Union (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Union;
- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.36;
- (c) payment under the indemnity set out at Article 55; and
- (d) reimbursement of expenses in accordance with Article 4.4.2; or

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

in which case the Trustee must comply with Article 45.5.

45.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 45.5, they must:

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

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

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

Continuing duties to the Union

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

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

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

46. Register of Trustees' interests

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

PART 4 STUDENT COUNCIL

47. Student Council

47.1 The Student Council shall have the authority to:

47.1.1 represent the voice of the Students;

47.1.2 subject to Article 29.3, set the Policy of the Union and refer Policy to a Referendum of the Student Members (in accordance with the Bye-Laws);

47.1.3 make, repeal and amend the Bye-Laws jointly with the Trustees in accordance with Article 48;

47.1.4 receive a quarterly report from the Trustees; and

47.1.5 appoint Associate Members in accordance with Article 13 and the Bye-Laws.

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

PART 5 ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

48. Bye-Laws

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

49. Communications by and to the Union

Methods of communication

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

49.1.1 in Hard Copy Form;

49.1.2 in Electronic Form; or

49.1.3 by making it available on a website.

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

Deemed delivery

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

Failed delivery

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

49.8.1 if the document or information has been sent to a Company Law Member or Trustee and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's or Trustee's postal address as shown in the Union's register of Company Law Members or Trustees, but may in its discretion choose to do so;

49.8.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members (if any), or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person (if any); and

49.8.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

49.9 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.

49.10 Notices of Company Law Meetings need not be sent to a Company Law Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

Communications to the Union

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

Communications with Student Members

49.12 Notwithstanding anything in this Article 49.12, the Union may send or supply any document or information to Student Members (whether under the Articles or otherwise) in such manner as the Union thinks fit. In particular (but without limitation) if the Union is aware of a Student Member's email address, the Union may communicate with the Student Member using that address, and the Union may communicate with Student Members via website.

49.13 Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

50. Secretary

50.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

50.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and

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

51. Minutes

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

51.1.1 of all appointments of officers made by the Trustees;

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

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

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

51.2 The minutes of the meetings referred to in Article 51.1 above shall normally be considered open and shall be available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices.

52. Records and accounts

52.1 The Trustees shall comply with the requirements of the Companies Acts and of charity legislation 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 Northern Ireland of:

52.1.1 annual reports;

52.1.2 annual returns; and

52.1.3 annual statements of account.

52.2 The Student Members have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 52.1.

53. Irregularities

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

54. Exclusion of model articles

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

TRUSTEES' INDEMNITY

55. Indemnity

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

DEFINITIONS AND INTERPRETATION

56. Defined terms

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

Term	Meaning
56.1.1 "Academic Year"	the period between September in one year to September in the next year determined by the Union as the period during which Students are required to be registered with the University. Each Academic Year is for the time being divided into two semesters;
56.1.2 "address"	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic Means;
56.1.3 "Appointments Committee"	the committee set up in accordance with the Bye-Laws that will include the President, the General Manager, two Student Officer Trustees, and two

	members of Student Council;
56.1.4 “Articles”	these articles of association of the Union;
56.1.5 “Associate Members”	members of the Union as defined in Article 13;
56.1.6 “Board of Trustees” or “Board”	the board of Trustees of the Union;
56.1.7 “Bye-Laws”	the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 48;
56.1.8 “Chair”	the chair of the Board of Trustees, who shall be the President in accordance with Article 42.1;
56.1.9 “Chair of the Meeting”	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 42;
56.1.10 “General Manager”	the general manager of the Union who is appointed by the Board of Trustees;
56.1.11 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
56.1.12 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
56.1.13 “Code of Practice”	the code of practice relating to the University’s obligations;
56.1.14 “Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;
56.1.15 “Company Law Meeting”	a general meeting of the Company Law Members for the purposes of the Companies Acts;
56.1.16 “Company Law Members”	members of the Union for the purposes of the Companies Acts, as defined in Article 11;
56.1.17 “Connected”	in relation to a Trustee means any person falling within any of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with the

	Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
56.1.18 “Deputy Chair”	the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 42.2;
56.1.19 “document”	includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
56.1.20 “Effective Date”	the date on which the undertaking previously carried on by the Unincorporated Charity is transferred to the Union;
56.1.21 “Elected Officers”	the Student Officers;
56.1.22 “Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
56.1.23 “the Student Executive Committee”	the committee including the Student Officers as further described in Article 33;
56.1.24 “Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
56.1.25 “Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
56.1.26 “Lay Trustee”	a Trustee appointed in accordance with Article 22;
56.1.27 “Members”	the Student Members, the Associate Members, and the Company Law Members;
56.1.28 “Policy”	representative and campaigning policy set by a Referendum or by the Student Council in accordance with Article 15 and Article 47 respectively;
56.1.29 “President”	the president of the Union, as elected by the Student Members in accordance with the Bye-Laws;

56.1.30 “Public Holiday”	New Year’s Day, St Patrick’s Day, Good Friday, Easter Monday, Early May Bank Holiday, Spring Bank Holiday, Battle of the Boyne, Summer Bank Holiday, Christmas Day, Boxing Day and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Union is registered;
56.1.31 “RAG”	the raise and give initiative which develops students by providing them with an opportunity to raise funds for charitable causes;
56.1.32 “Referendum”	a ballot in which all Student Members are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
56.1.33 “Student Officers”	the individuals elected in accordance with Article 20, being the full time Student Officers;
56.1.34 “Student Officer Trustee”	a Trustee elected in accordance with Article 20 ;
56.1.35 “Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
56.1.36 “Student”	any individual who is formally registered for an approved programme of study provided by the University. For the avoidance of doubt, the University shall determine whether or not an individual has Student status;
56.1.37 “Student Council”	the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union;
56.1.38 “Student Members”	student members of the Union being Students at the University as further defined in Article 9 and the Student Officers;
56.1.39 “Student Trustee”	a Trustee elected in accordance with Article 21 who is a Student;
56.1.40 “Trustees”	the directors of the Union as defined in Article 19;
56.1.41 “Unincorporated Charity”	the unincorporated charity known as Ulster University Students’ Union;
56.1.42 “Union”	Ulster University Students’ Union;

56.1.43 **“University”**

Ulster University, incorporated by Royal Charter on 1st September 1970; and

56.1.44 **“writing”**

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

- 56.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 56.3 Subject to Article 56.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 56.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union.