# Articles of Association

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# the University of Portsmouth

# Students' Union

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## BACKGROUND

A. The University of Portsmouth Students' Union (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Students.

B. 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.

C. 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.

D. Under the Education Act 1994, the University of Portsmouth has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside the University of Portsmouth in ensuring that the affairs of the Union are properly conducted and that the educational and welfare rights 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 54. 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. Name

The name of the company is the University of Portsmouth Students' Union. In these Articles it is called “the Union”.

### 3. Registered office

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

### 4. Objects

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

4.1. promoting the interests and welfare of Students at the University of Portsmouth during their course of study and representing, supporting and advising Students;

4.2. being the recognised representative channel between Students and the University of Portsmouth and any other external bodies; and

4.3. providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

### 5. Powers

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

5.1. provide services and facilities for Students;

5.2. establish, support, promote and operate a network of student activities for Students;

5.3. support any RAG or similar fundraising activities carried out by its Students for charitable causes within the law including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;

5.4. alone or with other organisations:

5.4.1. carry out campaigning activities;

5.4.2. seek to influence public opinion; and

5.4.3. make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

5.5. write, make, commission, print, publish or distribute materials or information in any medium or assist in these activities;

5.6. promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;

5.7. promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

5.8. provide or appoint others to provide advice, guidance, representation and advocacy;

5.9. co-operate with other charities, voluntary bodies, statutory authorities and bodies and exchange information and advice with them;

5.10. become a member, affiliate or associate of other charities and bodies;

5.11. 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 (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);

5.12. purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;

5.13. pay out of the funds of the Union the costs of forming and registering the Union;

5.14. raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;

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

5.16. purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;

5.17. sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);

5.18. make grants or loans of money and give guarantees;

5.19. set aside funds for special purposes or as reserves against future expenditure;

5.20. invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;

5.21. delegate the management of investments to an appropriately experienced and qualified financial expert provided that:

5.21.1. the investment policy is set down in writing for the financial expert by the Trustees;

5.21.2. every transaction is reported promptly to the Trustees;

5.21.3. the performance of the investments is reviewed regularly by the Trustees;

5.21.4. the Trustees are entitled to cancel the delegation at any time;

5.21.5. the investment policy and the delegation arrangements are reviewed regularly;

5.21.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

5.21.7. the financial expert may not do anything outside the powers of the Trustees;

5.22. arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;

5.23. 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;

5.24. open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;

5.25. 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;

5.26. establish or acquire subsidiary companies to carry on any trade;

5.27. subject to Article 6 (Limitation on private benefits), employ and pay employees, consultants, professionals and other advisors;

5.28. make reasonable provision for the payment of pensions and retirement benefits to or on behalf of employees and former employees of the Union and to their dependents and subscribe to funds or schemes for providing pensions and retirement benefits for employees and former employees of the Union and their dependents;

5.29. pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees or any other officer of the Union (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:

5.29.1. any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

5.29.2. any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;

5.29.3. any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; or

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

5.30. do all such other lawful things as may further the Union's objects.

## 6. Limitation on private benefits

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

6.2. Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Law Member unless the payment is permitted by Articles 6.3 or 6.4.

6.3. No Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union except as authorised by these Articles. A Trustee or a Connected Person may receive the following benefits from the Union:

6.3.1. any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;

6.3.2. reasonable and proper out of pocket expenses of the Trustees;

6.3.3. reasonable and proper remuneration to any Officer Trustee or Connected Person 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 Officer Trustees and Connected Persons under contracts of employment with the Union but shall not extend to the service of acting as Trustee;

b) the amount or maximum amount of the remuneration is set out in an agreement in writing between the Union and the Officer Trustee or Connected Person providing the goods or services (which for the avoidance of doubt may be a contract of employment);

c) before entering into the agreement described at Article 6.3.3(b), the Trustees must be satisfied that it would be in the best interests of the Union for the goods or services to be provided by the Officer Trustee or Connected Person for the amount or maximum amount set out in that agreement;

d) subject to Article 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;

e) notwithstanding Article 6.5, if the person being remunerated is a Trustee the procedure described in Article 38 (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;

f) notwithstanding Article 6.5, if the person being remunerated is a Connected Person the procedure described in Article 38 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;

g) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and

f) at all times the provisions of the Education Act are complied with;

6.3.4. interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;

6.3.5. any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;

6.3.6. reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.29;

6.3.7. any payments made to any Trustee or officer under the indemnity provisions set out at Article 48; and

6.3.8. any payments authorised in writing by the Charity Commission.

6.4. In Articles 6.2 and 6.3, references to the Union shall be read as references to the Union and/or any Subsidiary Company.

6.5. For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.

6.6. Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Officer Trustees and any Connected Persons receiving remuneration in accordance with Article 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

## 7. 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:

7.1. payment of the Union's debts and liabilities contracted before he or she ceases to be a Company Law Member;

7.2. payment of the costs, charges and expenses of winding up; and

7.3. adjustment of the rights of the contributories among themselves.

## 8. Dissolution

If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Company Law Members of the Union. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the Union.

The institution or institutions which are to benefit shall be chosen by the Company Law Members of the Union at or before the time of winding up or dissolution.

## 9. Reviewing and Amending the Articles

9.1. The University of Portsmouth shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.

9.2. The approval of the University of Portsmouth shall be required for any amendments to the Union's Articles of Association.

9.3 The approval of the Student Members shall be required for any amendments to the Union's Articles of Association, according to a process set out in the Bye-Laws.

# PART 2 – MEMBERS BECOMING AND CEASING TO BE A MEMBER

## 10. Becoming a Member

10.1. There shall be three types of Membership

10.1.1. Company LawMembers

10.1.2. Student Members

10.1.3. Affiliate Members

10.2. The Trustees shall be the Company Law Members. When they become a Trustee they will automatically agree to become a Company Law Member. For the avoidance of doubt Articles 7, 13 and 14 only apply to Company Law Members.

10.3. The Company Law Membership is not transferable and shall cease when the Company Law Member stops being a Trustee or on death.

10.4. A register shall be kept with the names of the Company Law Members.

10.5. The Student Members shall be:

10.5.1 each and every Student who has not opted out by notifying the University of Portsmouth of his or her wish not to be a Member of the Union and

10.5.2 the Officer Trustees, who shall become a Student Member on appointment as an Officer Trustee.

10.6. The Union shall keep a register of Student Members and Student Members shall be entitled to the benefits set out in the Code of Practice and Byelaws.

10.7. Student Membership shall not be transferable and shall cease when a Student Member ceases to be a Student or an Officer Trustee, opts out of membership in accordance with the byelaws, has membership revoked in accordance with these Articles or the Bye-Laws or on death.

10.8. There shall be a “Code of Conduct” and “Disciplinary Process” that will be set out by the Trustees and shall apply to all Student Members of the Union. All Student Members of the Union shall be required to adhere to these documents, including those undertaking activities on behalf of the Union or organised by it. The Code of Conduct shall set out a range of possible sanctions that can be levied as a result of breaches including the revocation or suspension of Student Membership or Affiliate Membership of the Union.

10.9. The Trustees may establish such classes of Affiliate Membership with such description and with such rights and obligations as they think fit and may admit and remove such Affiliate Members in accordance with the Bye-Laws.

10.10. Student Members and Affiliate Members shall not be Company Law Members for the purposes of the Companies Acts.

## 11. REFERENDA

11.1. A Referendum may be called on any issue

by: 11.1.1. A resolution of the Trustees

11.1.2. A majority vote of a Student Council meeting as defined in the Bye-Laws

11.1.3. A secure petition as defined in the Bye-Laws

11.2. Referenda shall be conducted in accordance with these Articles and Byelaws.

## 12. ANNUAL STUDENT MEMBERS’ REVIEW PROCESS

12.1. The Union shall undertake an annual Student Members’ review process once in each Academic Year in accordance with the Bye-Laws. Such review process shall deal with (among other matters) the matters required to be provided to and/or approved by Students under section 22 of the Education Act.

12.2. The Trustees or Student Members may call Student Members’ meetings if they wish, in accordance with the Bye-Laws. Such meetings may be held online or in person or a hybrid of the two and will not be general meetings of the Union for the purposes of the Companies Act.

## 13. COMPANY LAW MEETINGS

13.1. A Company Law Meeting may be called by a majority of the Trustees at any time.

13.2. Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.

13.3. 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.

13.4. For the avoidance of doubt Company Law Meetings only apply to the Trustees as the Company Law Members.

## 14. WRITTEN RESOLUTIONS

14.1. A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Company Law Members.

14.2. A written resolution is passed as a special resolution if it is passed by Company Law Members representing not less than 75% of the total voting rights of eligible Company Law Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.

14.3. In relation to a resolution proposed as a written resolution of the Union the eligible Members are the Company Law Members who would have been entitled to vote on the resolution on the circulation date of the resolution.

14.4. A resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.

14.5. A copy of the written resolution must be sent to every Company Law Member together with a statement informing the Company Law Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Union's auditors in accordance with the Companies Acts.

14.6. A Company Law Member signifies their agreement to a proposed written resolution when the Union receives from them an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution provided that:

14.6.1. if the document is sent to the Union in hard copy form, it is authenticated if it bears the Member's signature; and

14.6.2. if the document is sent to the Union by electronic means, it is authenticated if it bears the Member's signature or if the identity of the Member is confirmed in a manner specified by the Trustees or if it is accompanied by a statement of the identity of the Member and the Union has no reason to doubt the truth of that statement or if it is from an email address specified by the Member to the Union for the purposes of receiving documents or information by electronic means.

14.7. A written resolution is passed when the required majority of eligible Company Law Members have signified their agreement to it.

14.8. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

14.9 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 TERMS OF TRUSTEES

### 15. Appointment of Trustees

The Trustees shall be made up of following persons:

15.1. not more than five Officer Trustees, elected in accordance with Article 16;

15.2. not more than three Student Trustees, elected in accordance with Article 17;

15.3. not more than one University Nominated Trustee, appointed in accordance with Article 18; and

15.4. not more than three External Trustees, appointed in accordance with Article 19

### 16. Officer Trustees

16.1. Up to five Officer Trustees 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 Officer Trustees shall be elected to posts set out in the Bye-Laws.

16.2. The Officer Trustees 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, an Officer Trustee may be re-elected for a maximum further term of one year by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, an Officer Trustee's terms of office may be either consecutive or non-consecutive.

16.3. Each Officer Trustee must be a Student or an Officer Trustee at the time of his or her election. An Officer Trustee shall become a Student Member of the Union on commencement of his or her appointment or re-appointment as an Officer Trustee. Such Student Membership shall cease when the Officer Trustee ceases to be an Officer Trustee.

16.4. The Officer Trustees shall be deemed to be "major union office holders" for the purposes of Section 22 of the Education Act.

16.5. At the same time as commencing the term of office as a Trustee, the Officer Trustee will enter into a contract of employment with the Union for a term to be determined by

the Bye-Laws. The duties and method of remuneration of each Officer Trustee shall be as set out in the Bye-Laws.

## 17. Student Trustees

17.1. Subject to Article 17.2 below, up to three Student Trustees shall be recruited by the Appointments Panel for ratification by Student Council.

17.2. Each Student Trustee must be a Student Member of the Union at the time of his or her Appointment (and must continue to be a Student Member for the duration of their term as a Student Trustee).

17.3. Student Trustees shall remain in office for a term of two years, with the ability to serve a further term of office 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.

17.4. A Student Trustee may serve a maximum of two terms which may be consecutive or non-consecutive.

## 18. University Nominated Trustee

18.1. Up to one University Nominated Trustee shall be appointed by a simple majority vote of Trustees in accordance with a process set out in the Bye-Laws.

18.2. Unless their appointment is terminated in accordance with Articles 20 to 23, the University Nominated Trustee shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

18.3. The University Nominated Trustee may serve for a maximum of two terms which may be either consecutive or non-consecutive.

18.4. The University Nominated Trustee may not be a serving Governor of the University or a member of the Directorate of the University or any member of University staff deemed by the Trustees to have a conflict of interest.

## 19. External Trustees

19.1. Up to three External Trustees shall be appointed by a simple majority vote of Trustees .

19.2. Unless their appointment is terminated in accordance with Articles 20 to 23, External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

19.3. External Trustees may serve for a maximum of three years and maintain the ability to serve two terms which may either be consecutive or non-consecutive.

## 20. Disqualification, Resignation and Removal of Trustees

**Trustees** The office of a Trustee shall be vacated if:

20.1. that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;

20.2. they becomes prohibited by law from being a charity trustee;

20.3. in the case of an Officer Trustee, they cease to be an employee of the Union;

20.4. in the case of a Student Trustee, they cease to be a Student or a Student Member (including without limitation where they are removed as a Student Member in accordance with the Union's code of conduct or disciplinary procedure for Student Members);

20.5. In the case of a University Nominated Trustee, the University withdraws its nomination;

20.6. 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);

20.7. the Trustees reasonably believe they are incapable of acting as a trustee and they resolve that they be removed from office;

20.8. they fail to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that they be removed for this reason; or

20.9. they are removed from office under Article 21 or 22.

## 21. Removal of Trustees by the Student Members or Student Council

The office of a Trustee shall be vacated if:

21.1. a motion of no confidence in the Trustee is passed by a simple majority of the Student Members voting in a Referendum, provided that at least 2500 or 15% of Student Members cast a vote in the Referendum (whichever is higher). Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 1500 Student Members; or

21.2. a motion of no confidence in the Trustee is passed by a two thirds majority in a vote of Student Council. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 1500 Members.

## 22. Removal of Trustees by the Board

22.1. The office of Trustee shall be vacated if a majority resolution of no confidence or a decision to remove as a result of a Code of Conduct recommendation 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 34.

## 23. Rights of Removed Trustee

23.1. A resolution to remove a Trustee in accordance with Article 22 shall not be passed unless the 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, at the option of the Trustee being removed, of making written representations to the Trustees.

23.2. A Trustee removed from office in accordance with Article 22 shall be entitled to appeal the decision to remove them to an Appeals Panel within 14 days of the resolution. The Appeals Panel shall be made up of three independent persons The selection of the members of the Appeals Panel and its procedures shall be set out in the Bye-Laws.



## 24. Replacement of Trustees

24.1. If an Officer Trustee resigns, is disqualified or is removed from office at any time the vacancy that results on the board of Trustees shall be filled in accordance with the Byelaws .

24.2. If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be appointed to the vacancy in accordance with Article 17.

24.3. If an University Nominated Trustee or an External Trustee resigns, is disqualified or is removed from office, an University Nominated Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Article 18 or 19 respectively.

## TRUSTEES' POWERS AND RESPONSIBILITIES

### 25. Trustees' general authority

25.1. The Board of Trustees is responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.

25.2. The Board's powers under Article 25.1 shall include but not be limited to responsibility for:

25.2.1. the governance of the Union;

25.2.2. statutory and legal compliance

25.2.3. the budget and resources of the Union;

25.2.4. the strategy of the Union;

25.2.5. the reputation of the Union and;

25.2.6. mitigating risks to any of the

above.

25.3. The Board of Trustees may override any decision or Policy made by Student Members at a Student Members' meeting or by Referendum or by Student Council which the Trustees consider (in their absolute discretion):

25.3.1. has or may have any financial implications for the Union;

25.3.2. 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);

25.3.3. is not or may not be in the best interests of the Union or all or any of its charitable objects; or

25.3.4. will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 25.2.

25.4. 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.

25.5. 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:

25.5.1. was not properly appointed;

25.5.2. was disqualified from holding office;

25.5.3. had vacated office; or was not entitled to vote.

## 26. Trustees may delegate

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

26.1.1. to such person or committee;
26.1.2. by such means (including by power of

attorney); 26.1.3. to such an extent;

26.1.4. in relation to such matters or territories; and

26.1.5. on such terms and conditions as they think

fit.

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

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

26.4. For the avoidance of doubt, accountability for actions remains with the Trustee board ultimately.

## 27. Committees

27.1. In the case of delegation to committees:

27.1.1. 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);

27.1.2. subject to Article 27.1.3, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;

27.1.3. the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees.

27.1.4. 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.

27.2. The Trustees may establish the following committees (which is a non-exhaustive list) in accordance with their powers under Articles 26 and 27:

27.2.1. Leadership Team (as further described in Article 29).

27.3. For the avoidance of doubt, the Trustees may (in accordance with Articles 26 and 27.1.1) 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 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.

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

## 28. Delegation of day-to-day management powers to the Chief Executive

In the case of delegation of the day-to-day management of the Union to the Chief Executive:

28.1. 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;

28.2. the Trustees shall provide the Chief Executive with a description of their role and the extent of his or her authority;

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

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

## 29. The Leadership Team

29.1. Unless the Trustees determine otherwise, the Leadership Team shall include: 29.1.1. the Officer Trustees; and

29.1.2. any other people as outlined in the byelaws.

29.2. The Leadership Team's responsibility shall not include the duties of the Trustees as set out in Article 25 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.

29.3. The Leadership Team shall meet in accordance with the Bye-Laws.

## DECISION-MAKING BY TRUSTEES

## 30. Directors to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 37.

## 31. Trustees' meetings

31.1. The Trustees must hold a minimum of four meetings in any Academic Year.

31.2. Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

## 32. Calling a Trustees' meeting and Notice

Two Trustees may call a Trustees' meeting. At least one of these should be an Officer Trustee and a Trustees' meeting shall be called by at least seven clear days' notice unless either:

32.1. all the Trustees agree; or

32.2. urgent circumstances require shorter notice.

32.3. Every notice calling a Trustees' meeting shall specify:

32.3.1. the place, day and time of the meeting;

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

32.3.3. if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

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

## 33. Participation in Trustees' meetings

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

33.1.1. the meeting has been called and takes place in accordance with the Articles; and

33.1.2. 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).

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

33.3. 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.

## 34. Quorum for Trustees' meetings

34.1. The quorum for Trustees' meetings shall be four and such quorum must include at least two Officer Trustees and at least one External Trustee. 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.

34.2. At a Trustees' meeting without a quorum no proposal is to be voted on, except a proposal to call another meeting.

34.3. 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 take action to increase the number of Trustees including by calling a meeting of a body that can appoint further Trustees or by calling an election so as to enable the Student Members to elect further Trustees.

## 35. Chair and Deputy Chair

35.1. An Officer Trustee shall be the Chair of the Trustees.

35.2. The Trustees shall appoint a non-Officer Trustee to be Deputy Chair of the Trustees and may at any time remove them from office by a simple majority vote. The role of the Deputy Chair will be to support the Chair.

35.3. In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

## 36. Casting vote

Trustees shall seek to make decisions by consensus but the Chair may call a vote at their discretion. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

## 37. Majority decisions without Trustees' meeting

37.1. The Trustees may, in the circumstances outlined in this Article, make a majority decision without holding a Trustees' meeting.

37.2. If:

37.2.1. a Trustee has become aware of a matter on which the Trustees need to take a decision;

37.2.2. that Trustee has taken all reasonable steps to make all the other Trustees aware of the matter and the decision;

37.2.3. the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and

37.2.4. a majority of the Trustees vote in favour of a particular decision on that matter

a 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.

37.3. Trustees participating in the taking of a majority decision otherwise than at a Trustees' meeting in accordance with this Article:

37.3.1. may be in different places, and may participate at different times; and

37.3.2. may communicate with each other by any means.

37.4. 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 34.

37.5. 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:

37.5.1. 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;

37.5.2. the nomination of a person to whom all Trustees' votes must be communicated;

37.5.3. if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date on which the vote is cast to bring the number of Trustees voting in favour into the required majority; and

37.5.4. the nominated person must prepare a minute of the decision in accordance with Article 44.

37.6. In the case of an equality of votes in any decision-making process in accordance with this Article, the chair shall be entitled to a casting vote in addition to any other vote they may have but this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision- making process for quorum, voting or agreement purposes.

## 38. Conflicts of interest

38.1. Whenever a Trustee finds themself in a situation that is reasonably likely to give rise to a Conflict of Interest, they must declare their interest to the other Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

38.2 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 37 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 39, they must:

38.2.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

38.2.2 not be counted in the quorum for that part of the meeting or decision-making process; and

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

38.2. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

## 39. Trustees' power to authorise a conflict of interest

39.1. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

39.1.1. any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which they has a Conflict of Interest; and

39.1.2. the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum provided that when deciding to give such authorisation the provisions of Article 39 shall be complied with and provided that nothing in this Article shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Articles.

39.2. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with this Article then, even if they have been authorised to remain at the meeting by the other Trustees, the Trustee may absent themself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

39.3. A Trustee shall not be accountable to the Union for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with this Article (subject to any limits or conditions to which such approval was subject).

39.4. The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Union or in any transaction or arrangement entered into by the Union which has not previously been declared.

## 40. PART 4 - STUDENT COUNCIL

40.1. There shall be a Student Council as defined in the Byelaws (which for the avoidance of doubt may be referred to by a different name as agreed by the Trustees from time to time).

40.2. For the avoidance of doubt its role shall not include any power that belongs to the Trustee Board, Student Members' meetings or Company Law Meetings as defined in these Articles.

## PART 5 - ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

## 41. Bye-Laws

The Trustees alone or the Student Council with the Trustees 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. In the event of any inconsistency between the Bye-Laws and these Articles, the provisions of these Articles shall prevail.

## 42. Communications by and to the Union

42.1. Subject to the provisions of the Companies Acts and these Articles a document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Union) by making it available on a website, provided that:

42.1.1. a document or information (including any notice) may only be given, sent or supplied in electronic form or by making it available on a website where the recipient has agreed or be deemed to have so agreed under the Companies Act (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

42.1.2. a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the Union notifies the recipient that the document or information is available on the website in accordance with the Companies Acts (for the avoidance of doubt this shall not apply to communications by the Union with Student Members).

42.2. Any document or information (including any notice) sent to a Company Law Member under the Articles may be sent to the Company Law Member's postal address as shown in the Union's register of Company Law Members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Company Law Member, provided that:

42.3.1. a Company Law Member whose registered address is not within the United Kingdom and who gives to the Union an address within the United Kingdom at which notices may be given to them, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to them at that address, but otherwise no such Company Law Member shall be entitled to receive any notice from the Union; and

42.3.2. the Union is not required to send notice of a general meeting or a copy of its annual report and accounts to a Company Law Member for whom it no longer has a valid address.

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

42.4. A Company Law Member or Trustee present in person or by proxy at any meeting of the Union or of the Trustees shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

42.5. Where any document or information is sent or supplied by the Union to the Company Law Members:

42.6.1. by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted;

42.6.2. by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed; and

42.6.3. by means of a website, service or delivery shall be deemed to be effected when:

a) the material is first made available on the website; or

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

42.6 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 specific time, and for the specified time to be less than 48 hours.

42.7. 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:

42.7.1. if the document or information has been sent to a Company Law Member and is notice of a general meeting of the Union or a copy of the annual report and accounts of the Union, the Union is under no obligation to send a hard copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members, but may in its discretion choose to do so; and

42.7.2. in all other cases, the Union will send a hard copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Members, or in the case of a recipient who is not a Company Law Member, to the last known postal address for that person.

42.7.3. The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

***Communications with Student Members***

42.8 Notwithstanding anything in this Article 42, 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. Further provisions governing the Union's communications with its Student Members may be set out in the Bye-Laws.

## 43. Secretary

43.1. 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:

43.1.1. 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

43.1.2. 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.

## 44. Minutes

44.1. The Trustees shall ensure minutes are kept: 44.1.1. of all

appointments of officers made by the Trustees;

44.1.2. of all resolutions of the Union and of the Trustees; and

44.1.3. of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the
proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Company Law Member or Trustee of the Union, be sufficient evidence of the proceedings. The minutes referred to in Article 44.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

44.2. The minutes of the meetings referred to in Article 44.1 above shall normally be considered open and shall be available to the Union's 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. The Trustees will hold responsibility for keeping minutes.

## 45. Records and accounts

45.1. The Trustees shall comply with the requirements of the Companies Acts and the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

45.1.1. annual reports;

45.1.2. annual returns; and

45.1.3. annual statements of account.

45.2. The Student Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 45.1.

## 46. Irregularities

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

## 47. Exclusion of model articles

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

## TRUSTEES' INDEMNITY

## 48. Indemnity

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

## DEFINITIONS AND INTERPRETATION

### 49. Defined terms

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

| | Term | Meaning |
|---|---|---|
| 49.1.1 | "Academic Year" | The period (defined by the University of Portsmouth) during which the majority of University of Portsmouth Students are required to be registered with the University of Portsmouth |
| 49.1.2 | "address" | includes a number or address used for the purpose of sending or receiving documents by electronic means; |
| 49.1.3 | Appeals Panel | The panel convened in accordance with Article 23.2; |
| 49.1.4 | "Appointments Panel " | the committee set up in accordance with the Bye-Laws; |
| 49.1.5 | "Articles" | these articles of association of the Union; |
| 49.1.6 | "Board of Trustees" or "Board" | the board of Trustees of the Union; |
| 49.1.7 | "Bye-Laws" | the bye-laws setting out the working practices of the Union made from time to time in accordance with Article 35; |
| 49.1.8 | "Chair" | the chair of the Board of Trustees, who shall be the President of the Union in accordance with Article 35; |
| 49.1.9 | "chair of the meeting" | in the case of Trustees' meetings means the person chairing the meeting in accordance with Article 35; |
| 49.1.10 | "Chief Executive" | the chief executive of the Union who is appointed by the Board of Trustees; |
| 49.1.11 | "circulation date" | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 49.1.12 | "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; 49.1.13 "Code of Practice" the code of practice relating to the University of Portsmouth's obligations under Section 22 of the Education Act; |

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| 49.1.14 | “Companies Acts” | means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union |
| 49.1.15. | “Company Law Meeting” | a general meeting of the Company Law Members, for the purposes of the Companies Acts; |
| 49.1.16 | “Company Law Members” | members of the Union for the purposes of the Companies Act, as defined in Article 10.2; |
| 49.1.17 | “Conflict of Interest” | any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Union; |
| 49.1.18. | “Connected Person” | any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any person living with a Trustee or his or her partner; or<br>(d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital; |
| 49.1.19. | “Deputy Chair” | the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 35; |
| 49.1.20. | “document” | includes, unless otherwise specified, any document sent or supplied in electronic form; |
| 49.1.21. | “Education Act” | the Education Act 1994; |
| 49.1.22. | “electronic form” | has the meaning given in Section 1168 of the Companies Act 2006; |
| 49.1.23. | “the Leadership Team” | means the committee comprising the Officer Trustees and up to four Senior Managers as further described in Article 29; |
| 49.1.24. | “External Trustee” | a Trustee appointed in accordance with Article 35.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union |

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| | | office holder for the purposes of Section 22 of the Education Act; |
| 49.1.25. | Finance and Audit Committee" | the committee set up in accordance with the Bye-Laws that will include the President, two Officer Trustees and two External Trustees; |
| 49.1.26. | "financial expert" | an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| 49.1.27 | "hard copy" and "hard copy form" | have the meanings respectively given to them in the Companies Act 2006; |
| 49.1.28 | "Hour" | any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England; |
| 49.1.29 | "Members" | members of the Union as further defined in Article 10.1; |
| 49.1.30 | "Officer Trustee" | a Trustee elected in accordance with Article 16; |
| 49.1.31 | "Policy" | representative and campaigning policy set by Referenda or Student Council in accordance with Article 13.1 and Article 40 respectively; |
| 49.1.32 | "President" | the president of the Union, as elected by the Members in accordance with the Bye-Laws; |
| 49.1.33 | "RAG" | the raise and give student group which develops students by providing them with an opportunity to raise funds for charitable causes; |
| 49.1.34 | "Referendum" | a ballot in which all Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws; |
| 49.1.35 | "Secure Petition" | a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line; |
| 49.1.36 | "Student" | any individual who is formally registered for an approved programme of study provided by the University of Portsmouth. For the avoidance of doubt, the |

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|---|---|---|
| | | University of Portsmouth shall determine whether or not an individual has student status; |
| 49.1.37 | “Student Council | the Student body elected by and from Students constituted in accordance with these Articles and the Bye-Laws of the Union, by whatever name it may be known from time to time; |
| 49.1.38 | “Student Members” Article 10.5; | Student Members of the Union as further defined in |
| 49.1.39 | “Student Trustee” | a Trustee elected in accordance with Article 21 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act; |
| 49.1.40 | “Subsidiary Company” | any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; |
| 49.1.41 | “Trustee” and “Trustees” | the Officer Trustees, the Student Trustees, the University Nominated Trustee and the External Trustees; |
| 49.1.42 | “Union” | the University of Portsmouth Students' Union; |
| 49.1.43 | “University Nominated Trustee” | a Trustee appointed in accordance with Article 18 who has been nominated by the University of Portsmouth; |
| 49.1.44 | “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; and |
| 49.1.45 | “the University of Portsmouth” and "the University" | the University of Portsmouth, incorporated by The Education Reform Act 1988 |

49.2. Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

49.3. Subject to Article 49.4, 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.

49.4. 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.